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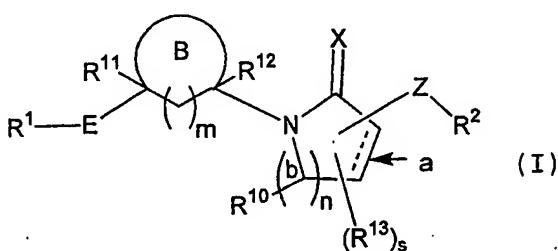
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(54) Title: CYCLIC DERIVATIVES AS MODULATORS OF CHEMOKINE RECEPTOR ACTIVITY



(57) Abstract: The present application describes modulators of MCP-1 of formula (I) or pharmaceutically acceptable salt forms thereof, useful for the prevention of rheumatoid arthritis, multiple sclerosis, arteriosclerosis and asthma.

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CYCLIC DERIVATIVES AS MODULATORS OF  
CHEMOKINE RECEPTOR ACTIVITY

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FIELD OF THE INVENTION

This invention relates generally to modulators of chemokine receptor activity, pharmaceutical compositions containing the same, and methods of using the same as agents for treatment and prevention of inflammatory diseases, allergic and autoimmune diseases, and in particular, asthma, rheumatoid arthritis, atherosclerosis, and multiple sclerosis.

15

BACKGROUND OF THE INVENTION

Chemokines are chemotactic cytokines, of molecular weight 6-15 kDa, that are released by a wide variety of cells to attract and activate, among other cell types, macrophages, T and B lymphocytes, eosinophils, basophils and neutrophils (reviewed in: Luster, *New Eng. J. Med.* 1998, 338, 436-445 and Rollins, *Blood* 1997, 90, 909-928). There are two major classes of chemokines, CXC and CC, depending on whether the first two cysteines in the amino acid sequence are separated by a single amino acid (CXC) or are adjacent (CC). The CXC chemokines, such as interleukin-8 (IL-8), neutrophil-activating protein-2 (NAP-2) and melanoma growth stimulatory activity protein (MGSA) are chemotactic primarily for neutrophils and T lymphocytes, whereas the CC chemokines, such as RANTES, MIP-1 $\alpha$ , MIP-1 $\beta$ , the monocyte chemotactic proteins (MCP-1, MCP-2, MCP-3, MCP-4, and MCP-5) and the eotaxins (-1 and -2) are chemotactic for, among other cell types, macrophages, T lymphocytes, eosinophils, dendritic cells, and basophils. There also exist the chemokines

lymphotactin-1, lymphotactin-2 (both C chemokines), and fractalkine (a CX<sub>3</sub>C chemokine) that do not fall into either of the major chemokine subfamilies.

The chemokines bind to specific cell-surface receptors belonging to the family of G-protein-coupled seven-transmembrane-domain proteins (reviewed in: Horuk, *Trends Pharm. Sci.* 1994, 15, 159-165) which are termed "chemokine receptors." On binding their cognate ligands, chemokine receptors transduce an intracellular signal through the associated trimeric G proteins, resulting in, among other responses, a rapid increase in intracellular calcium concentration, changes in cell shape, increased expression of cellular adhesion molecules, degranulation, and promotion of cell migration. There are at least ten human chemokine receptors that bind or respond to CC chemokines with the following characteristic patterns (reviewed in Zlotnik and Oshie *Immunity* 2000, 12, 121): CCR-1 (or "CKR-1" or "CC-CKR-1") [MIP-1 $\alpha$ , MCP-3, MCP-4, RANTES] (Ben-Barruch, et al., *Cell* 1993, 72, 415-425, and Luster, *New Eng. J. Med.* 1998, 338, 436-445); CCR-2A and CCR-2B (or "CKR-2A"/"CKR-2B" or "CC-CKR-2A"/"CC-CKR-2B") [MCP-1, MCP-2, MCP-3, MCP-4, MCP-5] (Charo, et al., *Proc. Natl. Acad. Sci. USA* 1994, 91, 2752-2756, and Luster, *New Eng. J. Med.* 1998, 338, 436-445); CCR-3 (or "CKR-3" or "CC-CKR-3") [eotaxin-1, eotaxin-2, RANTES, MCP-3, MCP-4] (Combadiere, et al., *J. Biol. Chem.* 1995, 270, 16491-16494, and Luster, *New Eng. J. Med.* 1998, 338, 436-445); CCR-4 (or "CKR-4" or "CC-CKR-4") [TARC, MDC] (Power, et al., *J. Biol. Chem.* 1995, 270, 19495-19500, and Luster, *New Eng. J. Med.* 1998, 338, 436-445); CCR-5 (or "CKR-5" OR "CC-CKR-5") [MIP-1 $\alpha$ , RANTES, MIP-1 $\beta$ ] (Sanson, et al., *Biochemistry* 1996, 35, 3362-3367); CCR-6 (or "CKR-6" or "CC-CKR-6") [LARC]

(Baba, et al., *J. Biol. Chem.* 1997, 272, 14893-14898); CCR-7 (or "CKR-7" or "CC-CKR-7") [ELC] (Yoshie et al., *J. Leukoc. Biol.* 1997, 62, 634-644); CCR-8 (or "CKR-8" or "CC-CKR-8") [I-309] (Napolitano et al., *J. Immunol.*,

5 1996, 157, 2759-2763); CCR-10 (or "CKR-10" or "CC-CKR-10") [MCP-1, MCP-3] (Bonini, et al., *DNA and Cell Biol.* 1997, 16, 1249-1256); and CCR-11 [MCP-1, MCP-2, and MCP-4] (Schweickert, et al., *J. Biol. Chem.* 2000, 275, 90550).

10 In addition to the mammalian chemokine receptors, mammalian cytomegaloviruses, herpesviruses and poxviruses have been shown to express, in infected cells, proteins with the binding properties of chemokine receptors (reviewed in: Wells and Schwartz, *Curr. Opin. Biotech.* 1997, 8, 741-748). Human CC chemokines, such as RANTES and MCP-3, can cause rapid mobilization of calcium via these virally encoded receptors. Receptor expression may be permissive for infection by allowing for the subversion of normal immune system surveillance and 15 response to infection. Additionally, human chemokine receptors, such as CXCR4, CCR2, CCR3, CCR5 and CCR8, can act as co-receptors for the infection of mammalian cells by microbes as with, for example, the human immunodeficiency viruses (HIV).

20

25 The chemokines and their cognate receptors have been implicated as being important mediators of inflammatory, infectious, and immunoregulatory disorders and diseases, including asthma and allergic diseases, as well as autoimmune pathologies such as rheumatoid arthritis and 30 atherosclerosis (reviewed in: P. H. Carter, *Current Opinion in Chemical Biology* 2002, 6, 510; Trivedi, et al, *Ann. Reports Med. Chem.* 2000, 35, 191; Saunders and Tarby, *Drug Disc. Today* 1999, 4, 80; Premack and Schall, *Nature Medicine* 1996, 2, 1174). For example, the

chemokine monocyte chemoattractant-1 (MCP-1) and its receptor CC Chemokine Receptor 2 (CCR-2) play a pivotal role in attracting leukocytes to sites of inflammation and in subsequently activating these cells. When the

5 chemokine MCP-1 binds to CCR-2, it induces a rapid increase in intracellular calcium concentration, increased expression of cellular adhesion molecules, cellular degranulation, and the promotion of leukocyte migration. Demonstration of the importance of the MCP-

10 1/CCR-2 interaction has been provided by experiments with genetically modified mice. MCP-1  $^{--}$  mice had normal numbers of leukocytes and macrophages, but were unable to recruit monocytes into sites of inflammation after several different types of immune challenge (Bao Lu, et

15 al., *J. Exp. Med.* 1998, 187, 601). Likewise, CCR-2  $^{--}$  mice were unable to recruit monocytes or produce interferon- $\gamma$  when challenged with various exogenous agents; moreover, the leukocytes of CCR-2 null mice did not migrate in response to MCP-1 (Landin Boring, et al.,

20 *J. Clin. Invest.* 1997, 100, 2552), thereby demonstrating the specificity of the MCP-1/CCR-2 interaction. Two other groups have independently reported equivalent results with different strains of CCR-2  $^{--}$  mice (William A. Kuziel, et al., *Proc. Natl. Acad. Sci. USA* 1997, 94,

25 12053, and Takao Kurihara, et al., *J. Exp. Med.* 1997, 186, 1757). The viability and generally normal health of the MCP-1  $^{--}$  and CCR-2  $^{--}$  animals is noteworthy, in that disruption of the MCP-1/CCR-2 interaction does not induce physiological crisis. Taken together, these data

30 lead one to the conclusion that molecules that block the actions of MCP-1 would be useful in treating a number of inflammatory and autoimmune disorders. This hypothesis has now been validated in a number of different animal disease models, as described below.

It is known that MCP-1 is upregulated in patients with rheumatoid arthritis (Alisa Koch, et al., *J. Clin. Invest.* 1992, 90, 772 - 779). Moreover, several studies have demonstrated the potential therapeutic value of 5 antagonism of the MCP-1/CCR2 interaction in treating rheumatoid arthritis. A DNA vaccine encoding MCP-1 was shown recently to ameliorate chronic polyadjuvant-induced arthritis in rats (Sawsan Youssef, et al., *J. Clin. Invest.* 2000, 106, 361). Likewise, inflammatory disease 10 symptoms could be controlled via direct administration of antibodies for MCP-1 to rats with collagen-induced arthritis (Hiroomi Ogata, et al., *J. Pathol.* 1997, 182, 106), or streptococcal cell wall-induced arthritis (Ralph C. Schimmer, et al., *J. Immunol.* 1998, 160, 1466). 15 Perhaps most significantly, a peptide antagonist of MCP-1, MCP-1(9-76), was shown both to prevent disease onset and to reduce disease symptoms (depending on the time of administration) in the MRL-lpr mouse model of arthritis (Jiang-Hong Gong, et al., *J. Exp. Med.* 1997, 186, 131).

20 It is known that MCP-1 is upregulated in atherosclerotic lesions, and it has been shown that circulating levels of MCP-1 are reduced through treatment with therapeutic agents, plays a role in disease progression (Abdolreza Rezaie-Majd, et al., *Arterioscler. Thromb. Vasc. Biol.* 2002, 22, 1194 - 1199). Four key 25 studies have demonstrated the potential therapeutic value of antagonism of the MCP-1/CCR2 interaction in treating atherosclerosis. For example, when MCP-1 -/- mice are mated with LDL receptor-deficient mice, an 83% reduction 30 in aortic lipid deposition was observed (Long Gu, et al., *Mol. Cell* 1998, 2, 275). Similarly, when MCP-1 was genetically ablated from mice which already overexpressed human apolipoprotein B, the resulting mice were protected from atherosclerotic lesion formation relative to the

MCP-1  $+/+$  apoB control mice (Jennifa Gosling, et al., *J. Clin. Invest.* 1999, 103, 773). Likewise, when CCR-2  $-/-$  mice are crossed with apolipoprotein E  $-/-$  mice, a significant decrease in the incidence of atherosclerotic 5 lesions was observed (Landin Boring, et al., *Nature* 1998, 394, 894). Finally, when apolipoprotein E  $-/-$  mice are administered a gene encoding a peptide antagonist of CCR2, then lesion size is decreased and plaque stability is increased (W. Ni, et al. *Circulation* 2001, 103, 2096 - 10 2101).

It is known that MCP-1 is upregulated in human multiple sclerosis, and it has been shown that effective therapy with interferon b-1b reduces MCP-1 expression in peripheral blood mononuclear cells, suggesting that MCP-1 15 plays a role in disease progression (Carla Iarlori, et al., *J. Neuroimmunol.* 2002, 123, 170 - 179). Other studies have demonstrated the potential therapeutic value of antagonism of the MCP-1/CCR-2 interaction in treating multiple sclerosis; all of these studies have been 20 demonstrated in experimental autoimmune encephalomyelitis (EAE), the conventional animal model for multiple sclerosis. Administration of antibodies for MCP-1 to animals with EAE significantly diminished disease relapse (K. J. Kennedy, et al., *J. Neuroimmunol.* 1998, 92, 98). 25 Furthermore, two recent reports have now shown that CCR-2  $-/-$  mice are resistant to EAE (Brian T. Fife, et al., *J. Exp. Med.* 2000, 192, 899; Leonid Izikson, et al., *J. Exp. Med.* 2000, 192, 1075).

It is known that MCP-1 is upregulated in patients 30 who develop bronchiolitis obliterans syndrome after lung transplantation (Martine Reynaud-Gaubert, et al., *J. of Heart and Lung Transplant.*, 2002, 21, 721 - 730; John Belperio, et al., *J. Clin. Invest.* 2001, 108, 547 - 556). In a murine model of bronchiolitis obliterans syndrome,

administration of an antibody to MCP-1 led to attenuation of airway obliteration; likewise, CCR2  $-/-$  mice were resistant to airway obliteration in this same model (John Belperio, et al., *J. Clin. Invest.* 2001, 108, 547 - 556).

5 These data suggest that antagonism of MCP-1/CCR2 may be beneficial in treating rejection of organs following transplantation.

Other studies have demonstrated the potential therapeutic value of antagonism of the MCP-1/CCR2 interaction in treating asthma. Sequestration of MCP-1 with a neutralizing antibody in ovalbumin-challenged mice resulted in marked decrease in bronchial hyperresponsiveness and inflammation (Jose-Angel Gonzalo, et al., *J. Exp. Med.* 1998, 188, 157). It proved possible 10 to reduce allergic airway inflammation in *Schistosoma mansoni* egg-challenged mice through the administration of antibodies for MCP-1 (Nicholas W. Lukacs, et al., *J. Immunol.* 1997, 158, 4398). Consistent with this, MCP-1  $-/-$  mice displayed a reduced response to challenge with 15 *Schistosoma mansoni* egg (Bao Lu, et al., *J. Exp. Med.* 1998, 187, 601).

Other studies have demonstrated the potential therapeutic value of antagonism of the MCP-1/CCR2 interaction in treating kidney disease. Administration 20 of antibodies for MCP-1 in a murine model of glomerular nephritis resulted in a marked decrease in glomerular crescent formation and deposition of type I collagen (Clare M. Lloyd, et al., *J. Exp. Med.* 1997, 185, 1371). In addition, MCP-1  $-/-$  mice with induced 25 nephrotoxic serum nephritis showed significantly less tubular damage than their MCP-1  $+/+$  counterparts (Gregory H. Tesch, et al., *J. Clin. Invest.* 1999, 103, 73).

One study has demonstrated the potential therapeutic value of antagonism of the MCP-1/CCR2 interaction in

treating systemic lupus erythematosus. Crossing of MCP-1 -/- mice with MRL-FAS<sup>lpr</sup> mice -- the latter of which have a fatal autoimmune disease that is analogous to human systemic lupus erythematosus -- results mice that have 5 less disease and longer survival than the wildtype MRL-FAS<sup>lpr</sup> mice (Gregory H. Tesch, et al., *J. Exp. Med.* 1999, 190, 1813).

One study has demonstrated the potential therapeutic value of antagonism of the MCP-1/CCR2 interaction in 10 treating colitis. CCR-2 -/- mice were protected from the effects of dextran sodium sulfate-induced colitis (Pietro G. Andres, et al., *J. Immunol.* 2000, 164, 6303).

One study has demonstrated the potential therapeutic value of antagonism of the MCP-1/CCR2 interaction in 15 treating alveolitis. When rats with IgA immune complex lung injury were treated intravenously with antibodies raised against rat MCP-1 (JE), the symptoms of alveolitis were partially alleviated (Michael L. Jones, et al., *J. Immunol.* 1992, 149, 2147).

20 One study has demonstrated the potential therapeutic value of antagonism of the MCP-1/CCR2 interaction in treating cancer. When immunodeficient mice bearing human breast carcinoma cells were treated with an anti-MCP-1 antibody, inhibition of lung micrometastases and 25 increases in survival were observed (Rosalba Salcedo, et al., *Blood* 2000, 96, 34 - 40).

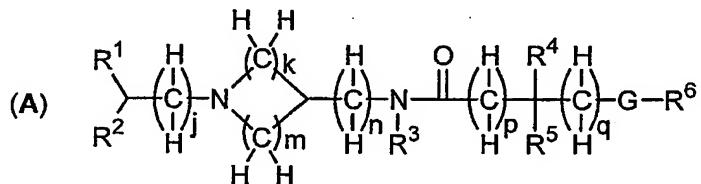
One study has demonstrated the potential therapeutic value of antagonism of the MCP-1/CCR2 interaction in 30 treating restinosis. Mice deficient in CCR2 showed reductions in the intimal area and in the intima/media ratio (relative to wildtype littermates) after injury of the femoral artery (Merce Roque, et al. *Arterioscler. Thromb. Vasc. Biol.* 2002, 22, 554 - 559).

Other studies have provided evidence that MCP-1 is overexpressed in various disease states not mentioned above. These reports provide correlative evidence that MCP-1 antagonists could be useful therapeutics for such diseases. Two reports described the overexpression of MCP-1 in the intestinal epithelial cells and bowel mucosa of patients with inflammatory bowel disease (H. C. Reinecker, et al., *Gastroenterology* 1995, 108, 40, and Michael C. Grimm, et al., *J. Leukoc. Biol.* 1996, 59, 804). Two reports describe the overexpression of MCP-1 rats with induced brain trauma (J. S. King, et al., *J. Neuroimmunol.* 1994, 56, 127, and Joan W. Berman, et al., *J. Immunol.* 1996, 156, 3017). Another study has demonstrated the overexpression of MCP-1 in rodent 15 cardiac allografts, suggesting a role for MCP-1 in the pathogenesis of transplant arteriosclerosis (Mary E. Russell, et al. *Proc. Natl. Acad. Sci. USA* 1993, 90, 6086). The overexpression of MCP-1 has been noted in the lung endothelial cells of patients with idiopathic 20 pulmonary fibrosis (Harry N. Antoniades, et al., *Proc. Natl. Acad. Sci. USA* 1992, 89, 5371). Similarly, the overexpression of MCP-1 has been noted in the skin from patients with psoriasis (M. Deleuran, et al., *J. Dermatol. Sci.* 1996, 13, 228, and R. Gillitzer, et al., 25 *J. Invest. Dermatol.* 1993, 101, 127). Finally, a recent report has shown that MCP-1 is overexpressed in the brains and cerebrospinal fluid of patients with HIV-1-associated dementia (Alfredo Garzino-Demo, WO 99/46991).

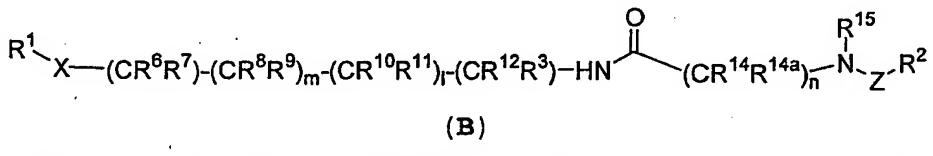
It should also be noted that CCR-2 has been 30 implicated as a co-receptor for some strains of HIV (B. J. Doranz, et al., *Cell* 1996, 85, 1149). It has also been determined that the use of CCR-2 as an HIV co-receptor can be correlated with disease progression (Ruth I. Connor, et al., *J. Exp. Med.* 1997, 185, 621). This

finding is consistent with the recent finding that the presence of a CCR-2 mutant, CCR2-64I, is positively correlated with delayed onset of HIV in the human population (Michael W. Smith, et al., *Science* 1997, 277, 5 959). Although MCP-1 has not been implicated in these processes, it may be that MCP-1 antagonists that act via binding to CCR-2 may have beneficial therapeutic effects in delaying the disease progression to AIDS in HIV-infected patients.

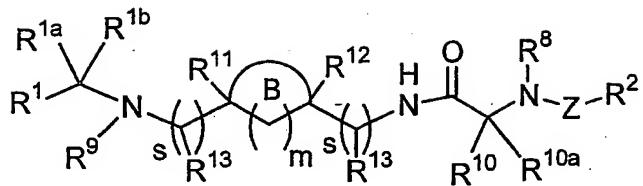
10 Recently, a number of groups have described the development of small molecule antagonists of MCP-1 (reviewed in: Bharat K. Trivedi, et al, *Ann. Reports Med. Chem.* 2000, 35, 191). Workers at Teijen and Combichem reported the use of cyclic amines (A) as MCP-1 (Tatsuki 15 Shiota, et al., WO 99/25686; Tatsuki Shiota, et al., WO 00/69815) and MIP-1 $\alpha$  (Christine Tarby and Wilna Moree, WO 00/69820) antagonists. These compounds are distinguished from those of the present invention (I) by the requirement for the central cyclic amine grouping.



Workers at Bristol-Myers Squibb have reported the use of acyclic diamines (B) as MCP-1 antagonists (Percy Carter and Robert Cherney, WO-02/50019).

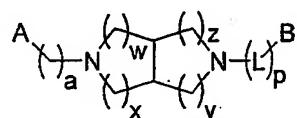


Workers at Bristol-Myers Squibb have reported the use of cyclic diamines (C) as MCP-1 antagonists (Robert Cherney, WO-02/060859).



(C)

Workers at Pfizer have reported the use of bicyclic diamines (D) as MCP-1 antagonists (Roberto Colon-Cruz, et al., WO-02/070523).



(D)

A number of other groups have also described the development of small molecule antagonists of the MCP-1/CCR-2 interaction. To date, indolopiperidines (Ian T. Forbes, et al., *Bioorg. Med. Chem. Lett.* 2000, 10, 1803), spiropiperidines (Tara Mirzadegan, et al., *J. Biol. Chem.* 2000, 275, 25562), quaternary amines (Masanori Baba, et al., *Proc. Natl. Acad. Sci.* 1999, 96, 5698), 2-substituted indoles (Alan Faull and Jason Kettle, WO 00/46196; Andrew John Barker, et al., WO 99/07351; Andrew John Barker, et al., WO 99/07678), pyrazolone derivatives (Janak Khimchand Padia, et al., US patent 6,011,052, 2000), 2-substituted benzimidazoles (David Thomas Connor, et al., WO 98/06703), *N*, *N*-dialkylhomopiperazines (T. Shiota, et al., WO 97/44329), bicyclic pyrroles (Andrew J. Barker, et al., WO 99/40913 and Andrew J. Barker, et al., WO 99/40914), and 5-aryl pentadienamides (K. G. Carson, et al., Cambridge Health Tech Institute Chemokine Symposium, McLean, VA, USA, 1999) have all been reported as MCP-1 antagonists.

The foregoing reference compounds are readily distinguished structurally from the present invention. The prior art does not disclose nor suggest the unique

combination of structural fragments that embody the novel compounds described herein. Furthermore, the prior art does not disclose or suggest that the compounds of the present invention would be antagonists of MCP-1.

5 It should be noted that CCR-2 is also the receptor for the chemokines MCP-2, MCP-3, MCP-4, and MCP-5 (Luster, *New Eng. J. Med.* 1998, 338, 436-445). Since the new compounds of formula (I) described herein antagonize MCP-1 by binding to the CCR-2 receptor, it may be that  
10 these compounds of formula (I) are also effective antagonists of the actions of MCP-2, MCP-3, MCP-4, and MCP-5 that are mediated by CCR-2. Accordingly, when reference is made herein to "antagonism of MCP-1," it is to be assumed that this is equivalent to "antagonism of  
15 chemokine stimulation of CCR-2."

#### SUMMARY OF THE INVENTION

Accordingly, the present invention provides novel antagonists or partial agonists/antagonists of MCP-1 receptor activity, or pharmaceutically acceptable salts or prodrugs thereof.

The present invention provides pharmaceutical compositions comprising a pharmaceutically acceptable carrier and a therapeutically effective amount of at least one of the compounds of the present invention or a pharmaceutically acceptable salt or prodrug form thereof.

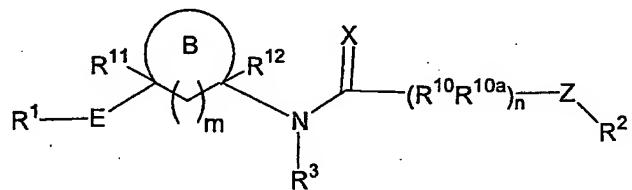
The present invention provides a method for treating rheumatoid arthritis, multiple sclerosis, and atherosclerosis, comprising administering to a host in need of such treatment a therapeutically effective amount of at least one of the compounds of the present invention or a pharmaceutically acceptable salt or prodrug form thereof.

The present invention provides a method for treating inflammatory diseases, comprising administering to a host in need of such treatment a therapeutically effective amount of at least one of the compounds of the present invention or a pharmaceutically acceptable salt or prodrug form thereof.

5 The present invention provides novel cyclic derivatives for use in therapy.

10 The present invention provides the use of novel cyclic derivatives for the manufacture of a medicament for the treatment of inflammatory diseases.

15 These and other features of the invention, which will become apparent during the following detailed description, have been achieved by the inventors' discovery that compounds of formula (I):

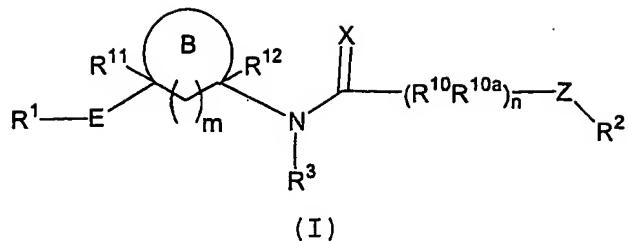


(I)

20 or stereoisomers or pharmaceutically acceptable salts thereof, wherein B, E, X, Z, m, n, R<sup>1</sup>, R<sup>2</sup>, R<sup>10</sup>, R<sup>10a</sup>, R<sup>11</sup>, R<sup>12</sup>, and R<sup>13</sup> are defined below, are effective modulators of chemokine activity.

25 DETAILED DESCRIPTION OF EMBODIMENTS OF THE PRESENT INVENTION

[1] Thus, in a first embodiment, the present invention provides novel compounds of formula (I):



or a stereoisomer or a pharmaceutically acceptable salt  
 5 thereof, wherein:

ring B is a cycloalkyl group of 3 to 8 carbon atoms  
 wherein the cycloalkyl group is saturated or  
 partially unsaturated; or a heterocycle of 3 to 7  
 10 atoms wherein the heterocycle is saturated or  
 partially unsaturated, the heterocycle containing a  
 heteroatom selected from -O-, -S-, -S(=O)-,  
 -S(=O)2-, and -N(R<sup>4</sup>)-, the heterocycle optionally  
 containing a -C(O)-; ring B being substituted with  
 15 0-2 R<sup>5</sup>;

X is selected from O or S;

Z is selected from a bond, -C(O)-, and -C(O)NR<sup>8</sup>-;  
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 E is selected from -S(O)<sub>p</sub>CHR<sup>e</sup>-, -CHR<sup>e</sup>NR<sup>e</sup>-, -C(O)-NR<sup>e</sup>-,  
 -NR<sup>e</sup>C(O)NR<sup>e</sup>-, -SO<sub>2</sub>-NR<sup>e</sup>-, and -NR<sup>e</sup>SO<sub>2</sub>NR;

R<sup>e</sup> is independently selected from H and C<sub>1-3</sub> alkyl;  
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 R<sup>1</sup> is selected from a C<sub>6-10</sub> aryl group substituted with  
 0-5 R<sup>6</sup> and a 5-10 membered heteroaryl system  
 containing 1-4 heteroatoms selected from N, O, and  
 S, substituted with 0-3 R<sup>6</sup>;

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R<sup>2</sup> is selected from a C<sub>6</sub>-10 aryl group substituted with 0-5 R<sup>7</sup> and a 5-10 membered heteroaryl system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>7</sup>;

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R<sup>3</sup> is selected from H, methyl, and ethyl;

R<sup>4</sup> is selected from H, C<sub>1</sub>-6 alkyl, C<sub>3</sub>-8 alkenyl, C<sub>3</sub>-8 alkynyl, (CRR)<sub>t</sub>OH, (CRR)<sub>t</sub>SH, (CRR)<sub>t</sub>OR<sup>4d</sup>, (CHR)<sub>t</sub>SR<sup>4d</sup>, (CRR)<sub>t</sub>NR<sup>4a</sup>R<sup>4a</sup>, (CRR)<sub>q</sub>C(O)OH, (CRR)<sub>r</sub>C(O)R<sup>4b</sup>, (CRR)<sub>r</sub>C(O)NR<sup>4a</sup>R<sup>4a</sup>, (CRR)<sub>t</sub>OC(O)NR<sup>4a</sup>R<sup>4a</sup>, (CRR)<sub>t</sub>NR<sup>4a</sup>C(O)OR<sup>4d</sup>, (CRR)<sub>t</sub>NR<sup>4a</sup>C(O)R<sup>4b</sup>, (CRR)<sub>r</sub>C(O)OR<sup>4d</sup>, (CRR)<sub>t</sub>OC(O)R<sup>4b</sup>, (CRR)<sub>r</sub>S(O)<sub>p</sub>R<sup>4b</sup>, (CRR)<sub>r</sub>S(O)<sub>2</sub>NR<sup>4a</sup>R<sup>4a</sup>, (CRR)<sub>t</sub>NR<sup>4a</sup>S(O)<sub>2</sub>R<sup>4b</sup>, C<sub>1</sub>-6 haloalkyl, a (CRR)<sub>r</sub>-C<sub>3</sub>-10 carbocyclic residue substituted with 0-3 R<sup>4e</sup>, and a (CHR)<sub>r</sub>-4-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R<sup>4e</sup>;

R<sup>4a</sup>, at each occurrence, is independently selected from H, methyl substituted with 0-1 R<sup>4c</sup>, C<sub>2</sub>-6 alkyl substituted with 0-3 R<sup>4e</sup>, C<sub>3</sub>-8 alkenyl substituted with 0-3 R<sup>4e</sup>, C<sub>3</sub>-8 alkynyl substituted with 0-3 R<sup>4e</sup>, a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3</sub>-10 carbocyclic residue substituted with 0-4 R<sup>4e</sup>, and a (CHR)<sub>r</sub>-4-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R<sup>4e</sup>;

R<sup>4b</sup>, at each occurrence, is selected from H, C<sub>1</sub>-6 alkyl substituted with 0-3 R<sup>4e</sup>, C<sub>3</sub>-8 alkenyl substituted with 0-3 R<sup>4e</sup>, C<sub>3</sub>-8 alkynyl substituted with 0-3 R<sup>4e</sup>,

a.  $(CH_2)_r-C_3-6$  carbocyclic residue substituted with 0-2  $R^{4e}$ , and a  $(CHR)_r-4-10$  membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2  $R^{4e}$ ;

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$R^{4c}$  is independently selected from  $-C(O)R^{4b}$ ,  $-C(O)OR^{4d}$ ,  $-C(O)NR^{4f}R^{4f}$ , and  $(CH_2)_r$ phenyl;

$R^{4d}$ , at each occurrence, is selected from methyl,  $CF_3$ , 10  $C_2-6$  alkyl substituted with 0-3  $R^{4e}$ ,  $C_3-8$  alkenyl substituted with 0-3  $R^{4e}$ ,  $C_3-8$  alkynyl substituted with 0-3  $R^{4e}$ , and a  $C_3-10$  carbocyclic residue substituted with 0-3  $R^{4e}$ ;

15.  $R^{4e}$ , at each occurrence, is selected from  $C_1-6$  alkyl,  $C_2-8$  alkenyl,  $C_2-8$  alkynyl,  $(CH_2)_rC_3-6$  cycloalkyl, Cl, F, Br, I, CN,  $NO_2$ ,  $(CF_2)_rCF_3$ ,  $(CH_2)_rOC_1-5$  alkyl, OH, SH,  $(CH_2)_rSC_1-5$  alkyl,  $(CH_2)_rNR^{4f}R^{4f}$ ,  $-C(O)R^{4i}$ ,  $-C(O)OR^{4j}$ ,  $-C(O)NR^{4h}R^{4h}$ ,  $-OC(O)NR^{4h}R^{4h}$ ,  $-NR^{4h}C(O)NR^{4h}R^{4h}$ , 20  $-NR^{4h}C(O)OR^{4j}$ , and  $(CH_2)_r$ phenyl;

$R^{4f}$ , at each occurrence, is selected from H,  $C_1-6$  alkyl,  $C_3-6$  cycloalkyl, and phenyl;

25.  $R^{4h}$ , at each occurrence, is independently selected from H,  $C_1-6$  alkyl,  $C_3-8$  alkenyl,  $C_3-8$  alkynyl, and a  $(CH_2)_r-C_3-10$  carbocyclic;

30.  $R^{4i}$ , at each occurrence, is selected from H,  $C_1-6$  alkyl,  $C_3-8$  alkenyl,  $C_3-8$  alkynyl, and a  $(CH_2)_r-C_3-6$  carbocyclic residue;

R<sup>4j</sup>, at each occurrence, is selected from CF<sub>3</sub>, C<sub>1-6</sub> alkyl, C<sub>3-8</sub> alkenyl, C<sub>3-8</sub> alkynyl, and a C<sub>3-10</sub> carbocyclic residue;

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R<sup>5</sup>, at each occurrence, is independently selected from H, =O, C<sub>1-6</sub> alkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, (CRR)<sub>r</sub>OH, (CRR)<sub>r</sub>SH, (CRR)<sub>r</sub>OR<sup>5d</sup>, (CRR)<sub>r</sub>SR<sup>5d</sup>, (CRR)<sub>r</sub>NR<sup>5a</sup>R<sup>5a</sup>,

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(CRR)<sub>r</sub>C(O)OH, (CRR)<sub>r</sub>C(O)R<sup>5b</sup>, (CRR)<sub>r</sub>C(O)NR<sup>5a</sup>R<sup>5a</sup>,

(CRR)<sub>r</sub>NR<sup>5a</sup>C(O)R<sup>5b</sup>, (CRR)<sub>r</sub>NR<sup>5a</sup>C(S)R<sup>5b</sup>,

(CRR)<sub>r</sub>OC(O)NR<sup>5a</sup>R<sup>5a</sup>, (CRR)<sub>r</sub>NR<sup>5a</sup>C(O)OR<sup>5d</sup>,

(CRR)<sub>r</sub>NR<sup>5a</sup>C(O)NR<sup>5a</sup>R<sup>5a</sup>, (CRR)<sub>r</sub>NR<sup>5a</sup>C(O)H,

(CRR)<sub>r</sub>C(O)OR<sup>5d</sup>, (CRR)<sub>r</sub>OC(O)R<sup>5b</sup>, (CRR)<sub>r</sub>S(O)pR<sup>5b</sup>,

(CRR)<sub>r</sub>S(O)<sub>2</sub>NR<sup>5a</sup>R<sup>5a</sup>, (CRR)<sub>r</sub>NR<sup>5a</sup>S(O)<sub>2</sub>R<sup>5b</sup>,

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(CRR)<sub>r</sub>NR<sup>5a</sup>S(O)<sub>2</sub>NR<sup>5a</sup>R<sup>5a</sup>, (CRR)<sub>r</sub>NHC(=NR<sup>5f</sup>)NR<sup>5f</sup>R<sup>5f</sup>, C<sub>1-6</sub>

haloalkyl, a (CRR)<sub>r</sub>-C<sub>3-10</sub> carbocyclic residue

substituted with 0-3 R<sup>5c</sup>, and a (CRR)<sub>r</sub>-4-10 membered

heterocyclic system containing 1-4 heteroatoms

selected from N, O, and S, substituted with 0-2 R<sup>5c</sup>;

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R<sup>5a</sup>, at each occurrence, is independently selected from H, methyl substituted with 0-1 R<sup>5g</sup>, C<sub>2-6</sub> alkyl.

substituted with 0-2 R<sup>5e</sup>, C<sub>3-8</sub> alkenyl substituted

with 0-2 R<sup>5e</sup>, C<sub>3-8</sub> alkynyl substituted with 0-2 R<sup>5e</sup>,

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a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-10</sub> carbocyclic residue substituted with

0-5 R<sup>5e</sup>, C<sub>2-6</sub> haloalkyl, and a (CH<sub>2</sub>)<sub>r</sub>-5-10 membered

heterocyclic system containing 1-4 heteroatoms

selected from N, O, and S, substituted with 0-3 R<sup>5e</sup>;

30 R<sup>5b</sup>, at each occurrence, is selected from C<sub>1-6</sub> alkyl substituted with 0-3 R<sup>5e</sup>, C<sub>3-8</sub> alkenyl substituted

with 0-2 R<sup>5e</sup>, C<sub>3-8</sub> alkynyl substituted with 0-2 R<sup>5e</sup>, a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-6</sub> carbocyclic residue substituted with 0-2 R<sup>5e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, 5 O, and S, substituted with 0-3 R<sup>5e</sup>;

R<sup>5c</sup>, at each occurrence, is selected from C<sub>1-6</sub> alkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, (CH<sub>2</sub>)<sub>r</sub>C<sub>3-6</sub> cycloalkyl, Cl, Br, I, F, (CF<sub>2</sub>)<sub>r</sub>CF<sub>3</sub>, NO<sub>2</sub>, CN, (CH<sub>2</sub>)<sub>r</sub>NR<sup>5f</sup>R<sup>5f</sup>, (CH<sub>2</sub>)<sub>r</sub>OH, 10 (CH<sub>2</sub>)<sub>r</sub>OC<sub>1-4</sub> alkyl, (CH<sub>2</sub>)<sub>r</sub>SC<sub>1-4</sub> alkyl, (CH<sub>2</sub>)<sub>r</sub>C(O)OH, (CH<sub>2</sub>)<sub>r</sub>C(O)R<sup>5b</sup>, (CH<sub>2</sub>)<sub>r</sub>C(O)NR<sup>5f</sup>R<sup>5f</sup>, (CH<sub>2</sub>)<sub>r</sub>OC(O)NR<sup>5f</sup>R<sup>5f</sup>, (CH<sub>2</sub>)<sub>r</sub>NR<sup>5f</sup>C(O)R<sup>5b</sup>, (CH<sub>2</sub>)<sub>r</sub>C(O)OC<sub>1-4</sub> alkyl, 15 (CH<sub>2</sub>)<sub>r</sub>NR<sup>5f</sup>C(O)OC<sub>1-4</sub> alkyl, (CH<sub>2</sub>)<sub>r</sub>OC(O)R<sup>5b</sup>, (CH<sub>2</sub>)<sub>r</sub>C(=NR<sup>5f</sup>)NR<sup>5f</sup>R<sup>5f</sup>, (CH<sub>2</sub>)<sub>r</sub>S(O)<sub>p</sub>R<sup>5b</sup>, (CH<sub>2</sub>)<sub>r</sub>NHC(=NR<sup>5f</sup>)NR<sup>5f</sup>R<sup>5f</sup>, (CH<sub>2</sub>)<sub>r</sub>S(O)<sub>2</sub>NR<sup>5f</sup>R<sup>5f</sup>, (CH<sub>2</sub>)<sub>r</sub>NR<sup>5f</sup>S(O)<sub>2</sub>R<sup>5b</sup>, and (CH<sub>2</sub>)<sub>r</sub>phenyl substituted with 0-3 R<sup>5e</sup>;

R<sup>5d</sup>, at each occurrence, is selected from methyl, CF<sub>3</sub>, 20 C<sub>2-6</sub> alkyl substituted with 0-2 R<sup>5e</sup>, C<sub>3-8</sub> alkenyl substituted with 0-2 R<sup>5e</sup>, C<sub>3-8</sub> alkynyl substituted with 0-2 R<sup>5e</sup>, and a C<sub>3-10</sub> carbocyclic residue substituted with 0-3 R<sup>5e</sup>;

25 R<sup>5e</sup>, at each occurrence, is selected from C<sub>1-6</sub> alkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, C<sub>3-6</sub> cycloalkyl, Cl, F, Br, I, CN, NO<sub>2</sub>, (CF<sub>2</sub>)<sub>r</sub>CF<sub>3</sub>, (CH<sub>2</sub>)<sub>r</sub>OC<sub>1-5</sub> alkyl, OH, SH, (CH<sub>2</sub>)<sub>r</sub>SC<sub>1-5</sub> alkyl, (CH<sub>2</sub>)<sub>r</sub>NR<sup>5f</sup>R<sup>5f</sup>, and (CH<sub>2</sub>)<sub>r</sub>phenyl;

30 R<sup>5f</sup>, at each occurrence, is selected from H, C<sub>1-6</sub> alkyl, and C<sub>3-6</sub> cycloalkyl;

R<sup>5g</sup> is independently selected from -C(O)R<sup>5b</sup>, -C(O)OR<sup>5d</sup>, -C(O)NR<sup>5f</sup>R<sup>5f</sup>, and (CH<sub>2</sub>)<sub>r</sub>phenyl;

5 R, at each occurrence, is selected from H, C<sub>1-6</sub> alkyl substituted with R<sup>5e</sup>, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, (CH<sub>2</sub>)<sub>r</sub>C<sub>3-6</sub> cycloalkyl, and (CH<sub>2</sub>)<sub>r</sub>phenyl substituted with R<sup>5e</sup>;

10 R<sup>6</sup>, at each occurrence, is selected from C<sub>1-8</sub> alkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, (CH<sub>2</sub>)<sub>r</sub>C<sub>3-6</sub> cycloalkyl, Cl, Br, I, F, NO<sub>2</sub>, CN, (CR'R')<sub>r</sub>NR<sup>6a</sup>R<sup>6a</sup>, (CR'R')<sub>r</sub>OH, (CR'R')<sub>r</sub>O(CR'R')<sub>r</sub>R<sup>6d</sup>, (CR'R')<sub>r</sub>SH, (CR'R')<sub>r</sub>C(O)H, (CR'R')<sub>r</sub>S(CR'R')<sub>r</sub>R<sup>6d</sup>, (CR'R')<sub>r</sub>SC(O)(CR'R')<sub>r</sub>R<sup>6b</sup>,  
 15 (CR'R')<sub>r</sub>C(O)OH, (CR'R')<sub>r</sub>C(O)(CR'R')<sub>r</sub>R<sup>6b</sup>, (CR'R')<sub>r</sub>NR<sup>6a</sup>R<sup>6a</sup>, (CR'R')<sub>r</sub>C(O)NR<sup>6a</sup>R<sup>6a</sup>, (CR'R')<sub>r</sub>NR<sup>6f</sup>C(O)(CR'R')<sub>r</sub>R<sup>6b</sup>, (CR'R')<sub>r</sub>C(O)O(CR'R')<sub>r</sub>R<sup>6d</sup>, (CR'R')<sub>r</sub>OC(O)(CR'R')<sub>r</sub>R<sup>6b</sup>,  
 20 (CR'R')<sub>r</sub>OC(O)NR<sup>6a</sup>(CR'R')<sub>r</sub>R<sup>6d</sup>, (CR'R')<sub>r</sub>NR<sup>6a</sup>C(O)NR<sup>6a</sup>(CR'R')<sub>r</sub>R<sup>6d</sup>, (CR'R')<sub>r</sub>NR<sup>6a</sup>C(S)NR<sup>6a</sup>(CR'R')<sub>r</sub>R<sup>6d</sup>, (CR'R')<sub>r</sub>NR<sup>6f</sup>C(O)O(CR'R')<sub>r</sub>R<sup>6b</sup>, (CR'R')<sub>r</sub>C(=NR<sup>6f</sup>)NR<sup>6a</sup>R<sup>6a</sup>, (CR'R')<sub>r</sub>NHC(=NR<sup>6f</sup>)NR<sup>6f</sup>R<sup>6f</sup>, (CR'R')<sub>r</sub>S(O)<sub>p</sub>(CR'R')<sub>r</sub>R<sup>6b</sup>, (CR'R')<sub>r</sub>S(O)<sub>2</sub>NR<sup>6a</sup>R<sup>6a</sup>, (CR'R')<sub>r</sub>NR<sup>6f</sup>S(O)<sub>2</sub>NR<sup>6a</sup>R<sup>6a</sup>,  
 25 (CR'R')<sub>r</sub>NR<sup>6f</sup>S(O)<sub>2</sub>(CR'R')<sub>r</sub>R<sup>6b</sup>, C<sub>1-6</sub> haloalkyl, C<sub>2-8</sub> alkenyl substituted with 0-3 R', C<sub>2-8</sub> alkynyl substituted with 0-3 R', (CR'R')<sub>r</sub>phenyl substituted with 0-3 R<sup>6e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-6 membered heterocyclic system containing 1-2 heteroatoms selected from N, O, and S, substituted with 0-2 R<sup>6e</sup>;

alternatively, two R<sup>6</sup> on adjacent atoms on R<sup>1</sup> may join to form a cyclic acetal;

5 R<sup>6a</sup>, at each occurrence, is selected from H, methyl substituted with 0-1 R<sup>6g</sup>, C<sub>2-6</sub> alkyl substituted with 0-2 R<sup>6e</sup>, C<sub>3-8</sub> alkenyl substituted with 0-2 R<sup>6e</sup>, C<sub>3-8</sub> alkynyl substituted with 0-2 R<sup>6e</sup>, a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-10</sub> carbocyclic residue substituted with 0-5 R<sup>6e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-10 membered heterocyclic system containing 10 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R<sup>6e</sup>;

15 R<sup>6b</sup>, at each occurrence, is selected from H, C<sub>1-6</sub> alkyl substituted with 0-2 R<sup>6e</sup>, C<sub>3-8</sub> alkenyl substituted with 0-2 R<sup>6e</sup>, C<sub>3-8</sub> alkynyl substituted with 0-2 R<sup>6e</sup>, a (CH<sub>2</sub>)<sub>r</sub>C<sub>3-6</sub> carbocyclic residue substituted with 0-3 R<sup>6e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-6 membered heterocyclic system containing 20 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R<sup>6e</sup>;

20 R<sup>6d</sup>, at each occurrence, is selected from C<sub>3-8</sub> alkenyl substituted with 0-2 R<sup>6e</sup>, C<sub>3-8</sub> alkynyl substituted with 0-2 R<sup>6e</sup>, methyl, CF<sub>3</sub>, C<sub>2-6</sub> alkyl substituted with 0-3 R<sup>6e</sup>, C<sub>2-4</sub> haloalkyl, a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-10</sub> carbocyclic residue substituted with 0-3 R<sup>6e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-6 membered heterocyclic system containing 25 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>6e</sup>;

30 R<sup>6e</sup>, at each occurrence, is selected from C<sub>1-6</sub> alkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, (CH<sub>2</sub>)<sub>r</sub>C<sub>3-6</sub> cycloalkyl, Cl, F,

Br, I, CN, NO<sub>2</sub>, (CF<sub>2</sub>)<sub>r</sub>CF<sub>3</sub>, (CH<sub>2</sub>)<sub>r</sub>OC<sub>1-5</sub> alkyl, OH, SH, (CH<sub>2</sub>)<sub>r</sub>SC<sub>1-5</sub> alkyl, (CH<sub>2</sub>)<sub>r</sub>NR<sup>6f</sup>R<sup>6f</sup>, and (CH<sub>2</sub>)<sub>r</sub>phenyl;

5 R<sup>6f</sup>, at each occurrence, is selected from H, C<sub>1-5</sub> alkyl, and C<sub>3-6</sub> cycloalkyl, and phenyl;

R<sup>6g</sup> is independently selected from -C(O)R<sup>6b</sup>, -C(O)OR<sup>6d</sup>, -C(O)NR<sup>6f</sup>R<sup>6f</sup>, and (CH<sub>2</sub>)<sub>r</sub>phenyl;

10 R<sup>7</sup>, at each occurrence, is selected from C<sub>1-8</sub> alkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, (CH<sub>2</sub>)<sub>r</sub>C<sub>3-6</sub> cycloalkyl, Cl, Br, I, F, NO<sub>2</sub>, CN, (CR'R')<sub>r</sub>NR<sup>7a</sup>R<sup>7a</sup>, (CR'R')<sub>r</sub>OH, (CR'R')<sub>r</sub>O(CR'R')<sub>r</sub>R<sup>7d</sup>, (CR'R')<sub>r</sub>SH, (CR'R')<sub>r</sub>C(O)H, (CR'R')<sub>r</sub>S(CR'R')<sub>r</sub>R<sup>7d</sup>, (CR'R')<sub>r</sub>C(O)OH, (CR'R')<sub>r</sub>C(O)(CR'R')<sub>r</sub>R<sup>7b</sup>, (CR'R')<sub>r</sub>C(O)NR<sup>7a</sup>R<sup>7a</sup>, (CR'R')<sub>r</sub>NR<sup>7f</sup>C(O)(CR'R')<sub>r</sub>R<sup>7b</sup>, (CR'R')<sub>r</sub>C(O)O(CR'R')<sub>r</sub>R<sup>7d</sup>, (CR'R')<sub>r</sub>OC(O)(CR'R')<sub>r</sub>R<sup>7b</sup>, (CR'R')<sub>r</sub>OC(O)NR<sup>7a</sup>(CR'R')<sub>r</sub>R<sup>7a</sup>, (CR'R')<sub>r</sub>NR<sup>7a</sup>C(O)NR<sup>7a</sup>(CR'R')<sub>r</sub>R<sup>7a</sup>, (CR'R')<sub>r</sub>NR<sup>7f</sup>C(O)O(CR'R')<sub>r</sub>R<sup>7d</sup>, (CR'R')<sub>r</sub>C(=NR<sup>7f</sup>)NR<sup>7a</sup>R<sup>7a</sup>, (CR'R')<sub>r</sub>NHC(=NR<sup>7f</sup>)NR<sup>7f</sup>R<sup>7f</sup>, (CR'R')<sub>r</sub>S(O)<sub>p</sub>(CR'R')<sub>r</sub>R<sup>7b</sup>, (CR'R')<sub>r</sub>S(O)<sub>2</sub>NR<sup>7a</sup>R<sup>7a</sup>, (CR'R')<sub>r</sub>NR<sup>7a</sup>S(O)<sub>2</sub>NR<sup>7a</sup>R<sup>7a</sup>, (CR'R')<sub>r</sub>NR<sup>7f</sup>S(O)<sub>2</sub>(CR'R')<sub>r</sub>R<sup>7b</sup>, C<sub>1-6</sub> haloalkyl, C<sub>2-8</sub> alkenyl substituted with 0-3 R', C<sub>2-8</sub> alkynyl substituted with 0-3 R', and (CR'R')<sub>r</sub>phenyl substituted with 0-3 R<sup>7e</sup>;

alternatively, two R<sup>7</sup> on adjacent atoms on R<sup>2</sup> may join to form a cyclic acetal;

R<sup>7a</sup>, at each occurrence, is independently selected from H, methyl substituted with 0-1 R<sup>7g</sup>, C<sub>2-6</sub> alkyl substituted with 0-2 R<sup>7e</sup>, C<sub>3-8</sub> alkenyl substituted with 0-2 R<sup>7e</sup>, C<sub>3-8</sub> alkynyl substituted with 0-2 R<sup>7e</sup>,  
5 a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-10</sub> carbocyclic residue substituted with 0-5 R<sup>7e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R<sup>7e</sup>;

10 R<sup>7b</sup>, at each occurrence, is selected from C<sub>1-6</sub> alkyl substituted with 0-2 R<sup>7e</sup>, C<sub>3-8</sub> alkenyl substituted with 0-2 R<sup>7e</sup>, C<sub>3-8</sub> alkynyl substituted with 0-2 R<sup>7e</sup>, a (CH<sub>2</sub>)<sub>r</sub>C<sub>3-6</sub> carbocyclic residue substituted with 0-3 R<sup>7e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-6 membered heterocyclic system  
15 containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R<sup>7e</sup>;

20 R<sup>7d</sup>, at each occurrence, is selected from C<sub>3-8</sub> alkenyl substituted with 0-2 R<sup>7e</sup>, C<sub>3-8</sub> alkynyl substituted with 0-2 R<sup>7e</sup>, methyl, CF<sub>3</sub>, C<sub>2-4</sub> haloalkyl, C<sub>2-6</sub> alkyl substituted with 0-3 R<sup>7e</sup>, a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-10</sub> carbocyclic residue substituted with 0-3 R<sup>7e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted  
25 with 0-3 R<sup>7e</sup>;

30 R<sup>7e</sup>, at each occurrence, is selected from C<sub>1-6</sub> alkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, (CH<sub>2</sub>)<sub>r</sub>C<sub>3-6</sub> cycloalkyl, Cl, F, Br, I, CN, NO<sub>2</sub>, (CF<sub>2</sub>)<sub>r</sub>CF<sub>3</sub>, (CH<sub>2</sub>)<sub>r</sub>OC<sub>1-5</sub> alkyl, OH, SH, C(O)OC<sub>1-5</sub> alkyl, (CH<sub>2</sub>)<sub>r</sub>SC<sub>1-5</sub> alkyl, (CH<sub>2</sub>)<sub>r</sub>NR<sup>7f</sup>R<sup>7f</sup>, and (CH<sub>2</sub>)<sub>r</sub>phenyl;

$R^{7f}$ , at each occurrence, is selected from H, C<sub>1-5</sub> alkyl, and C<sub>3-6</sub> cycloalkyl, and phenyl;

5     $R^{7g}$  is independently selected from -C(O)R<sup>7b</sup>, -C(O)OR<sup>7d</sup>, -C(O)NR<sup>7f</sup>R<sup>7f</sup>, and (CH<sub>2</sub>)<sub>r</sub>phenyl;

R', at each occurrence, is selected from H, C<sub>1-6</sub> alkyl substituted with R<sup>6e</sup>, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, 10 (CH<sub>2</sub>)<sub>r</sub>C<sub>3-6</sub> cycloalkyl, and (CH<sub>2</sub>)<sub>r</sub>phenyl substituted with R<sup>6e</sup>;

R<sup>8</sup> is selected from H, C<sub>1-4</sub> alkyl, and C<sub>3-4</sub> cycloalkyl;

15    R<sup>10</sup> and R<sup>10a</sup> are independently selected from H, and C<sub>1-4</sub> alkyl substituted with 0-1 R<sup>10b</sup>,

alternatively, R<sup>10</sup> and R<sup>10a</sup> can join to form a C<sub>3-6</sub> 20 cycloalkyl;

R<sup>10b</sup>, at each occurrence, is independently selected from -OH, -SH, -NR<sup>10c</sup>R<sup>10c</sup>, -C(O)NR<sup>10c</sup>R<sup>10c</sup>, and -NHC(O)R<sup>10c</sup>;

R<sup>10c</sup> is selected from H, C<sub>1-4</sub> alkyl and C<sub>3-6</sub> cycloalkyl;

25    R<sup>11</sup> is selected from H, C<sub>1-4</sub> alkyl, (CHR)<sub>q</sub>OH, (CHR)<sub>q</sub>SH, (CHR)<sub>q</sub>OR<sup>11d</sup>, (CHR)<sub>q</sub>S(O)<sub>p</sub>R<sup>11d</sup>, (CHR)<sub>r</sub>C(O)R<sup>11b</sup>, (CHR)<sub>r</sub>NR<sup>11a</sup>R<sup>11a</sup>, (CHR)<sub>r</sub>C(O)NR<sup>11a</sup>R<sup>11a</sup>, (CHR)<sub>r</sub>C(O)NR<sup>11a</sup>OR<sup>11d</sup>, (CHR)<sub>q</sub>NR<sup>11a</sup>C(O)R<sup>11b</sup>, 30 (CHR)<sub>q</sub>NR<sup>11a</sup>C(O)OR<sup>11d</sup>, (CHR)<sub>q</sub>OC(O)NR<sup>11a</sup>R<sup>11a</sup>, (CHR)<sub>r</sub>C(O)OR<sup>11d</sup>, a (CHR)<sub>r</sub>-C<sub>3-6</sub> carbocyclic residue

substituted with 0-5 R<sup>11e</sup>, and a (CHR)<sub>r</sub>-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>11e</sup>;

5 R<sup>11a</sup>, at each occurrence, is independently selected from H, C<sub>1-4</sub> alkyl, C<sub>3-4</sub> alkenyl, C<sub>3-4</sub> alkynyl, (CH<sub>2</sub>)<sub>r</sub>C<sub>3-6</sub> cycloalkyl, a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-6</sub> carbocyclic residue substituted with 0-5 R<sup>11e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-6 membered heterocyclic system containing 1-4 heteroatoms  
10 selected from N, O, and S, substituted with 0-3 R<sup>11e</sup>;

15 R<sup>11b</sup>, at each occurrence, is independently selected from C<sub>1-4</sub> alkyl, C<sub>2-4</sub> alkenyl, C<sub>2-4</sub> alkynyl, a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-6</sub> carbocyclic residue substituted with 0-2 R<sup>11e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>11e</sup>;

20 R<sup>11d</sup>, at each occurrence, is independently selected from H, methyl, -CF<sub>3</sub>, C<sub>2-4</sub> alkyl, C<sub>3-6</sub> alkenyl, C<sub>3-6</sub> alkynyl, a C<sub>3-6</sub> carbocyclic residue substituted with 0-3 R<sup>11e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>11e</sup>;

25 R<sup>11e</sup>, at each occurrence, is selected from C<sub>1-6</sub> alkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, C<sub>3-6</sub> cycloalkyl, Cl, F, Br, I, CN, NO<sub>2</sub>, (CF<sub>2</sub>)<sub>r</sub>CF<sub>3</sub>, (CH<sub>2</sub>)<sub>r</sub>OC<sub>1-5</sub> alkyl, OH, -O-C<sub>1-6</sub> alkyl, SH, (CH<sub>2</sub>)<sub>r</sub>SC<sub>1-5</sub> alkyl, (CH<sub>2</sub>)<sub>r</sub>NR<sup>11f</sup>R<sup>11f</sup>, and  
30 (CH<sub>2</sub>)<sub>r</sub>phenyl;

R<sup>11f</sup>, at each occurrence, is selected from H, C<sub>1-6</sub> alkyl, and C<sub>3-6</sub> cycloalkyl;

R<sup>12</sup> is selected from H, C<sub>1-4</sub> alkyl, (CHR)<sub>q</sub>OH, (CHR)<sub>q</sub>SH, 5 (CHR)<sub>q</sub>OR<sup>12d</sup>, (CHR)<sub>q</sub>S(O)<sub>p</sub>R<sup>12d</sup>, (CHR)<sub>r</sub>C(O)R<sup>12b</sup>, (CHR)<sub>r</sub>NR<sup>12a</sup>R<sup>12a</sup>, (CHR)<sub>r</sub>C(O)NR<sup>12a</sup>R<sup>12a</sup>, (CHR)<sub>r</sub>C(O)NR<sup>12a</sup>OR<sup>12d</sup>, (CHR)<sub>q</sub>NR<sup>12a</sup>C(O)R<sup>12b</sup>, (CHR)<sub>q</sub>NR<sup>12a</sup>C(O)OR<sup>12d</sup>, (CHR)<sub>q</sub>OC(O)NR<sup>12a</sup>R<sup>12a</sup>, (CHR)<sub>r</sub>C(O)OR<sup>12d</sup>, a (CHR)<sub>r</sub>-C<sub>3-6</sub> carbocyclic residue 10 substituted with 0-5 R<sup>12e</sup>, and a (CHR)<sub>r</sub>-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>12e</sup>;

R<sup>12a</sup>, at each occurrence, is independently selected from 15 H, C<sub>1-4</sub> alkyl, C<sub>3-4</sub> alkenyl, C<sub>3-4</sub> alkynyl, (CH<sub>2</sub>)<sub>r</sub>C<sub>3-6</sub> cycloalkyl, a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-6</sub> carbocyclic residue substituted with 0-5 R<sup>12e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>12e</sup>;

20 R<sup>12b</sup>, at each occurrence, is independently selected from C<sub>1-4</sub> alkyl, C<sub>2-4</sub> alkenyl, C<sub>2-4</sub> alkynyl, a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-6</sub> carbocyclic residue substituted with 0-2 R<sup>12e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-6 membered heterocyclic system containing 25 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>12e</sup>;

30 R<sup>12d</sup>, at each occurrence, is independently selected from H, methyl, -CF<sub>3</sub>, C<sub>2-4</sub> alkyl, C<sub>3-6</sub> alkenyl, C<sub>3-6</sub> alkynyl, a C<sub>3-6</sub> carbocyclic residue substituted with 0-3 R<sup>12e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-6 membered heterocyclic

system containing 1-4 heteroatoms selected from N,  
O, and S, substituted with 0-3 R<sup>12e</sup>;

5 R<sup>12e</sup>, at each occurrence, is selected from C<sub>1-6</sub> alkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, C<sub>3-6</sub> cycloalkyl, Cl, F, Br, I, CN, NO<sub>2</sub>, (CF<sub>2</sub>)<sub>r</sub>CF<sub>3</sub>, (CH<sub>2</sub>)<sub>r</sub>OC<sub>1-5</sub> alkyl, OH, -O-C<sub>1-6</sub> alkyl, SH, (CH<sub>2</sub>)<sub>r</sub>SC<sub>1-5</sub> alkyl, (CH<sub>2</sub>)<sub>r</sub>NR<sup>12f</sup>R<sup>12f</sup>, and (CH<sub>2</sub>)<sub>r</sub>phenyl;

10 R<sup>12f</sup>, at each occurrence, is selected from H, C<sub>1-6</sub> alkyl, and C<sub>3-6</sub> cycloalkyl;

n is selected from 1 and 2;

15 m is selected from 0 and 1;

p, at each occurrence, is independently selected from 0, 1, and 2;

20 q, at each occurrence, is independently selected from 1, 2, 3, and 4;

r, at each occurrence, is independently selected from 0, 1, 2, 3, and 4; and

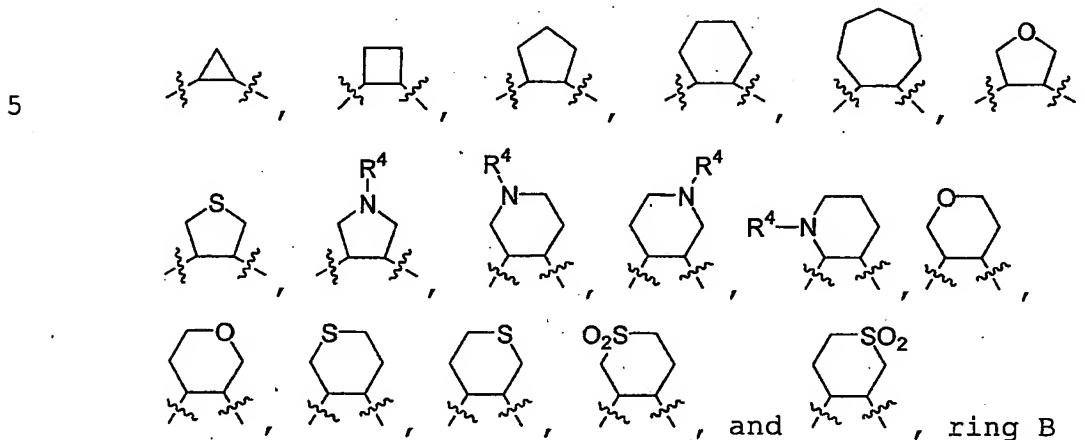
25 t, at each occurrence, is independently selected from 2, 3, and 4.

[2] Thus, in another embodiment, the present  
30 invention provides novel compounds of formula (I):

m is 0.

[3] In another embodiment, the present invention provides novel compounds of formula (I), wherein:

ring B is selected from



being optionally substituted with 0-1 R<sup>5</sup>; and

10  $R^{11}$  and  $R^{12}$  are H.

[4] In another embodiment, the present invention provides novel compounds of formula (I), wherein:

15  $R^5$ , at each occurrence, is independently selected from H, C<sub>1-6</sub> alkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, (CRR)<sub>r</sub>OH, (CRR)<sub>r</sub>SH, (CRR)<sub>r</sub>OR<sup>5d</sup>, (CRR)<sub>r</sub>SR<sup>5d</sup>, (CRR)<sub>r</sub>NR<sup>5a</sup>R<sup>5a</sup>, (CRR)<sub>r</sub>C(O)OH, (CRR)<sub>r</sub>C(O)R<sup>5b</sup>, (CRR)<sub>r</sub>C(O)NR<sup>5a</sup>R<sup>5a</sup>, (CRR)<sub>r</sub>NR<sup>5a</sup>C(O)R<sup>5b</sup>, (CRR)<sub>r</sub>NR<sup>5a</sup>C(O)OR<sup>5d</sup>, (CRR)<sub>r</sub>OC(O)NR<sup>5a</sup>R<sup>5a</sup>, (CHR)<sub>r</sub>NR<sup>5a</sup>C(O)NR<sup>5a</sup>R<sup>5a</sup>, CRR(CRR)<sub>r</sub>NR<sup>5a</sup>C(O)H, (CRR)<sub>r</sub>C(O)OR<sup>5b</sup>, (CRR)<sub>r</sub>OC(O)R<sup>5b</sup>, (CRR)<sub>r</sub>S(O)<sub>p</sub>R<sup>5b</sup>, (CRR)<sub>r</sub>S(O)<sub>2</sub>NR<sup>5a</sup>R<sup>5a</sup>, (CRR)<sub>r</sub>NR<sup>5a</sup>S(O)<sub>2</sub>R<sup>5b</sup>, and C<sub>1-6</sub> haloalkyl;

25 R<sup>5a</sup>, at each occurrence, is independently selected from H, methyl, C<sub>1-6</sub> alkyl substituted with 0-2 R<sup>5e</sup> wherein

the alkyl is selected from ethyl, propyl, i-propyl, butyl, i-butyl, pentyl, hexyl, C<sub>3</sub> alkenyl substituted with 0-1 R<sup>5e</sup>, wherein the alkenyl is selected from allyl, C<sub>3</sub> alkynyl substituted with 0-1 R<sup>5e</sup> wherein  
5 the alkynyl is selected from propynyl, and a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-4</sub> carbocyclic residue substituted with 0-5 R<sup>5e</sup>, wherein the carbocyclic residue is selected from cyclopropyl, and cyclobutyl;

10 R<sup>5b</sup>, at each occurrence, is selected from C<sub>1-6</sub> alkyl substituted with 0-2 R<sup>5e</sup>, wherein the alkyl is selected from methyl, ethyl, propyl, i-propyl, butyl, i-butyl, pentyl, and hexyl, a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-4</sub> carbocyclic residue substituted with 0-2 R<sup>5e</sup>, wherein  
15 the carbocyclic residue is selected from cyclopropyl, and cyclobutyl; and

20 R<sup>5d</sup>, at each occurrence, is selected from methyl, CF<sub>3</sub>, C<sub>2-6</sub> alkyl substituted with 0-2 R<sup>5e</sup>, wherein the alkyl is selected from methyl, ethyl, propyl, i-propyl, butyl, i-butyl, pentyl, and hexyl, C<sub>3-8</sub> alkenyl, C<sub>3-8</sub> alkynyl, and a C<sub>3-10</sub> carbocyclic residue substituted with 0-3 R<sup>5e</sup>.

25 [5] In another embodiment, the present invention provides novel compounds of formula (I), wherein:

30 R<sup>4</sup> is selected from H, C<sub>1-6</sub> alkyl, C<sub>3-8</sub> alkenyl, C<sub>3-8</sub> alkynyl, (CRR)<sub>q</sub>OH, (CRR)<sub>t</sub>SH, (CRR)<sub>t</sub>OR<sup>4d</sup>, (CRR)<sub>t</sub>SR<sup>4d</sup>, (CRR)<sub>t</sub>NR<sup>4a</sup>R<sup>4a</sup>, (CRR)<sub>q</sub>C(O)OH, (CRR)<sub>r</sub>C(O)R<sup>4b</sup>, (CRR)<sub>r</sub>C(O)NR<sup>4a</sup>R<sup>4a</sup>, (CRR)<sub>t</sub>NR<sup>4a</sup>C(O)R<sup>4b</sup>, (CRR)<sub>t</sub>OC(O)NR<sup>4a</sup>R<sup>4a</sup>, (CRR)<sub>t</sub>NR<sup>4a</sup>C(O)OR<sup>4d</sup>,

(CRR)<sub>t</sub>NR<sup>4a</sup>C(O)R<sup>4b</sup>, (CRR)<sub>r</sub>C(O)OR<sup>4b</sup>, (CRR)<sub>t</sub>OC(O)R<sup>4b</sup>,  
 (CRR)<sub>r</sub>S(O)<sub>p</sub>R<sup>4b</sup>, (CRR)<sub>r</sub>S(O)<sub>2</sub>NR<sup>4a</sup>R<sup>4a</sup>, (CRR)<sub>r</sub>NR<sup>4a</sup>S(O)<sub>2</sub>R<sup>4b</sup>;

R, at each occurrence, is independently selected from H,  
 5 methyl, ethyl, propyl, allyl, propynyl, (CH<sub>2</sub>)<sub>r</sub>C<sub>3-6</sub> cycloalkyl, and (CH<sub>2</sub>)<sub>r</sub>phenyl substituted with R<sup>6e</sup>;

R<sup>5</sup>, at each occurrence, is independently selected from H,  
 methyl, ethyl, propyl, i-propyl, butyl, i-butyl,  
 10 allyl, propynyl, (CH<sub>2</sub>)<sub>r</sub>OH, (CH<sub>2</sub>)<sub>r</sub>OR<sup>5d</sup>, (CH<sub>2</sub>)<sub>r</sub>NR<sup>5a</sup>R<sup>5a</sup>,  
 (CH<sub>2</sub>)<sub>r</sub>C(O)OH, (CH<sub>2</sub>)<sub>r</sub>C(O)R<sup>5b</sup>, (CH<sub>2</sub>)<sub>r</sub>C(O)NR<sup>5a</sup>R<sup>5a</sup>,  
 (CH<sub>2</sub>)<sub>r</sub>NR<sup>5a</sup>C(O)R<sup>5b</sup>, (CH<sub>2</sub>)<sub>r</sub>OC(O)NR<sup>5a</sup>R<sup>5a</sup>,  
 (CH<sub>2</sub>)<sub>r</sub>NR<sup>5a</sup>C(O)OR<sup>5d</sup>, (CH<sub>2</sub>)<sub>r</sub>NR<sup>5a</sup>C(O)R<sup>5b</sup>, (CH<sub>2</sub>)<sub>r</sub>C(O)OR<sup>5b</sup>,  
 (CH<sub>2</sub>)<sub>r</sub>OC(O)R<sup>5b</sup>, (CH<sub>2</sub>)<sub>r</sub>NR<sup>5a</sup>S(O)<sub>2</sub>R<sup>5b</sup>, and C<sub>1-6</sub>  
 15 haloalkyl;

R<sup>5a</sup>, at each occurrence, is independently selected from H,  
 methyl, ethyl, propyl, i-propyl, butyl, i-butyl,  
 20 pentyl, hexyl, cyclopropyl, and cyclobutyl; and  
 r, at each occurrence, is selected from 0, 1, and 2.

[6] In another embodiment, the present invention provides novel compounds of formula (I), wherein:

R<sup>1</sup> is selected from phenyl substituted with 0-2 R<sup>6</sup>,  
 naphthyl substituted with 0-2R<sup>6</sup>, and a 5-10 membered heteroaryl system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>6</sup>  
 30 wherein the heteroaryl is selected from indolyl, benzimidazolyl, benzofuranyl, benzothiophenyl, benzoxazolyl, benzthiazolyl, benztriazolyl,

benztetrazolyl, benzisoxazolyl, benzisothiazolyl,  
benzimidazolonyl, cinnolinyl, furanyl, imidazolyl,  
indazolyl, indolyl, isoquinolinyl, isothiazolyl,  
isoxazolyl, oxazolyl, pyrazinyl, pyrazolyl,  
5 pyridazinyl, pyridyl, pyridinyl, pyrimidinyl,  
pyrrolyl, quinazolinyl, quinolinyl, thiazolyl,  
thienyl, and tetrazolyl;

10  $R^2$  is selected from phenyl substituted with 0-2  $R^7$ , and a  
5-10 membered heteroaryl system containing 1-4  
heteroatoms selected from N, O, and S, substituted  
with 0-3  $R^7$  wherein the heteroaryl is selected from  
indolyl, benzimidazolyl, benzofuranyl,  
benzothiofuranyl, benzoxazolyl, benzthiazolyl,  
15 benztriazolyl, benztetrazolyl, benzisoxazolyl,  
benzisothiazolyl, benzimidazolonyl, cinnolinyl,  
furanyl, imidazolyl, indazolyl, indolyl,  
isoquinolinyl isothiazolyl, isoxazolinyl,  
isoxazolyl, oxazolyl, phthalazinyl, pyrazinyl,  
20 pyrazolyl, pyridazinyl, pyridyl, pyridinyl,  
pyrimidinyl, pyrrolyl, quinazolinyl, quinolinyl,  
thiazolyl, thienyl, and tetrazolyl;

25  $R^4$  is selected from H, methyl, ethyl, propyl, i-propyl,  
butyl, i-butyl, allyl, propynyl,  $(CRR)_qOH$ ,  $(CRR)_tSH$ ,  
 $(CRR)_tOR^{4d}$ ,  $(CRR)_tSR^{4d}$ ,  $(CRR)_tNR^{4a}R^{4a}$ ,  $(CRR)_qC(O)OH$ ,  
 $(CRR)_rC(O)R^{4b}$ ,  $(CRR)_rC(O)NR^{4a}R^{4a}$ ,  $(CRR)_tNR^{4a}C(O)R^{4b}$ ,  
 $(CRR)_tOC(O)NR^{4a}R^{4a}$ ,  $(CRR)_tNR^{4a}C(O)OR^{4d}$ ,  
 $(CRR)_tNR^{4a}C(O)R^{4b}$ ,  $(CRR)_rC(O)OR^{4b}$ ,  $(CRR)_tOC(O)R^{4b}$ ,  
30  $(CRR)_rS(O)_pR^{4b}$ ,  $(CRR)_rS(O)_2NR^{4a}R^{4a}$ ,  $(CRR)_rNR^{4a}S(O)_2R^{4b}$ ;

$R^{4a}$ , at each occurrence, is independently selected from H,  
methyl substituted with 0-1  $R^{4c}$ ,  $C_{2-6}$  alkyl

substituted with 0-3 R<sup>4e</sup> wherein C<sub>2-6</sub> is selected from ethyl, propyl, i-propyl, butyl, i-butyl, t-butyl, pentyl and hexyl, and a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-6</sub> carbocyclic residue substituted with 0-4 R<sup>4e</sup> wherein the carbocyclic residue is selected from cyclopropyl, cyclohexyl, and phenyl;

5 R<sup>4b</sup> is selected from H, methyl, ethyl, propyl, i-propyl, butyl, i-butyl, t-butyl, pentyl, and cyclopropyl;

10 R<sup>4d</sup> is selected from methyl, ethyl, propyl, i-propyl, butyl, i-butyl, t-butyl, pentyl, and cyclopropyl; and

15 R<sup>8</sup> is selected from H, methyl, ethyl, propyl, i-propyl, and cyclopropyl.

[7] In another embodiment, the present invention provides novel compounds of formula (I), wherein:

20 R<sup>6</sup>, at each occurrence, is selected from C<sub>1-8</sub> alkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, (CRR)<sub>r</sub>C<sub>3-6</sub> cycloalkyl, Cl, Br, I, F, NO<sub>2</sub>, CN, (CRR)<sub>r</sub>NR<sup>6a</sup>R<sup>6a</sup>, (CRR)<sub>r</sub>OH, (CRR)<sub>r</sub>O(CRR)<sub>r</sub>R<sup>6d</sup>, (CRR)<sub>r</sub>SH, (CRR)<sub>r</sub>C(O)H, (CRR)<sub>r</sub>S(CRR)<sub>r</sub>R<sup>6d</sup>, (CRR)<sub>r</sub>C(O)OH, (CRR)<sub>r</sub>C(O)(CRR)<sub>r</sub>R<sup>6b</sup>, (CRR)<sub>r</sub>C(O)NR<sup>6a</sup>R<sup>6a</sup>, (CRR)<sub>r</sub>NR<sup>6f</sup>C(O)(CRR)<sub>r</sub>R<sup>6b</sup>, (CRR)<sub>r</sub>C(O)O(CRR)<sub>r</sub>R<sup>6d</sup>, (CRR)<sub>r</sub>NR<sup>6a</sup>C(O)NR<sup>6a</sup>R<sup>6a</sup>, (CRR)<sub>r</sub>NR<sup>6a</sup>C(S)NR<sup>6a</sup>R<sup>6a</sup>, (CRR)<sub>r</sub>OC(O)(CRR)<sub>r</sub>R<sup>6b</sup>, (CRR)<sub>r</sub>S(O)<sub>p</sub>(CRR)<sub>r</sub>R<sup>6b</sup>, (CRR)<sub>r</sub>S(O)<sub>2</sub>NR<sup>6a</sup>R<sup>6a</sup>, (CRR)<sub>r</sub>NR<sup>6f</sup>S(O)<sub>2</sub>(CRR)<sub>r</sub>R<sup>6b</sup>, (CRR)<sub>r</sub>NR<sup>6f</sup>S(O)<sub>2</sub>NR<sup>6a</sup>R<sup>6a</sup>, C<sub>1-6</sub> haloalkyl, and (CRR)<sub>r</sub>phenyl substituted with 0-3 R<sup>6e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-6 membered heterocyclic system

containing 1-2 heteroatoms selected from N, O, and S, substituted with 0-2 R<sup>6e</sup>;

5 R<sup>6a</sup>, at each occurrence, is independently selected from H, methyl, ethyl, propyl, i-propyl, butyl, i-butyl, t-butyl, pentyl, hexyl, cyclopropyl and phenyl;

10 R<sup>6b</sup>, at each occurrence, is selected from methyl, ethyl, propyl, i-propyl, butyl, i-butyl, t-butyl, pentyl, hexyl, cyclopropyl, and phenyl;

15 R<sup>6d</sup>, at each occurrence, is selected from methyl, CF<sub>3</sub>, ethyl, propyl, i-propyl, butyl, i-butyl, t-butyl, pentyl, hexyl, cyclopropyl, and phenyl;

R<sup>6e</sup>, at each occurrence, is selected from C<sub>1-6</sub> alkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, (CH<sub>2</sub>)<sub>r</sub>C<sub>3-6</sub> cycloalkyl, Cl, F, Br, I, CN, NO<sub>2</sub>, (CF<sub>2</sub>)<sub>r</sub>CF<sub>3</sub>, (CH<sub>2</sub>)<sub>r</sub>OC<sub>1-5</sub> alkyl, OH, SH, (CH<sub>2</sub>)<sub>r</sub>SC<sub>1-5</sub> alkyl, (CH<sub>2</sub>)<sub>r</sub>NR<sup>6f</sup>R<sup>6f</sup>, and (CH<sub>2</sub>)<sub>r</sub>phenyl;

20 R<sup>6f</sup>, at each occurrence, is selected from H, methyl, ethyl, propyl, i-propyl, butyl, i-butyl, t-butyl, pentyl, hexyl, cyclopropyl, and phenyl;

25 R<sup>7</sup> is selected from methyl, ethyl, propyl, i-propyl, butyl, i-butyl, s-butyl, t-butyl, pentyl, hexyl, (CRR)<sub>r</sub>C<sub>3-6</sub> cycloalkyl, Cl, Br, I, F, NO<sub>2</sub>, CN, (CRR)<sub>r</sub>NR<sup>7a</sup>R<sup>7a</sup>, (CRR)<sub>r</sub>OH, (CRR)<sub>r</sub>O(CH)<sub>r</sub>R<sup>7d</sup>, (CRR)<sub>r</sub>SH, (CRR)<sub>r</sub>C(O)H, (CRR)<sub>r</sub>S(CRR)<sub>r</sub>R<sup>7d</sup>, (CRR)<sub>r</sub>C(O)OH, (CRR)<sub>r</sub>C(O)(CRR)<sub>r</sub>R<sup>7b</sup>, (CRR)<sub>r</sub>C(O)NR<sup>7a</sup>R<sup>7a</sup>, (CRR)<sub>r</sub>NR<sup>7f</sup>C(O)(CRR)<sub>r</sub>R<sup>7b</sup>, (CRR)<sub>r</sub>C(O)O(CRR)<sub>r</sub>R<sup>7d</sup>, (CRR)<sub>r</sub>OC(O)(CRR)<sub>r</sub>R<sup>7b</sup>, (CRR)<sub>r</sub>NR<sup>7a</sup>C(O)NR<sup>7a</sup>R<sup>7a</sup>,

$(CRR)_rNR^{7a}C(O)O(CRR)_rR^{7d}$ ,  $(CRR)_rS(O)_p(CRR)_rR^{7b}$ ,  
 $(CRR)_rS(O)_2NR^{7a}R^{7a}$ ,  $(CRR)_rNR^{7f}S(O)_2(CRR)_rR^{7b}$ ,  $C_{1-6}$   
haloalkyl, and  $(CRR)_r$ phenyl substituted with 0-3  $R^{7e}$ ;

5  $R^{7a}$ , at each occurrence, is selected from H, methyl, ethyl, propyl, i-propyl, butyl, i-butyl, t-butyl, pentyl, hexyl, prop-2-enyl, 2-methyl-2-propenyl, cyclopropyl, cyclobutyl, cyclopentyl, cyclohexyl,  $CH_2$ cyclopropyl, and benzyl;

10

$R^{7b}$ , at each occurrence, is selected from methyl, ethyl, propyl, i-propyl, butyl, i-butyl, t-butyl, pentyl, hexyl, cyclopropyl, cyclopentyl,  $CH_2$ -cyclopentyl, cyclohexyl,  $CH_2$ -cyclohexyl,  $CF_3$ , pyrrolidinyl,

15 morpholinyl, piperazinyl substituted with 0-1  $R^{7e}$ , and azetidinyl;

20  $R^{7d}$ , at each occurrence, is selected from methyl,  $CF_3$ ,  $CF_2CF_3$ ,  $CHF_2$ ,  $CH_2F$ , ethyl, propyl, i-propyl, butyl, i-butyl, t-butyl, pentyl, hexyl, and cyclopropyl;

25  $R^{7e}$ , at each occurrence, is selected from  $C_{1-6}$  alkyl,  $C_{2-8}$  alkenyl,  $C_{2-8}$  alkynyl,  $(CH_2)_rC_{3-6}$  cycloalkyl, Cl, F, Br, I, CN,  $NO_2$ ,  $(CF_2)_rCF_3$ ,  $(CH_2)_rOC_{1-5}$  alkyl, OH, SH,  $C(O)OC_{1-5}$  alkyl,  $(CH_2)_rSC_{1-5}$  alkyl,  $(CH_2)_rNR^{7f}R^{7f}$ , and  $(CH_2)_r$ phenyl;

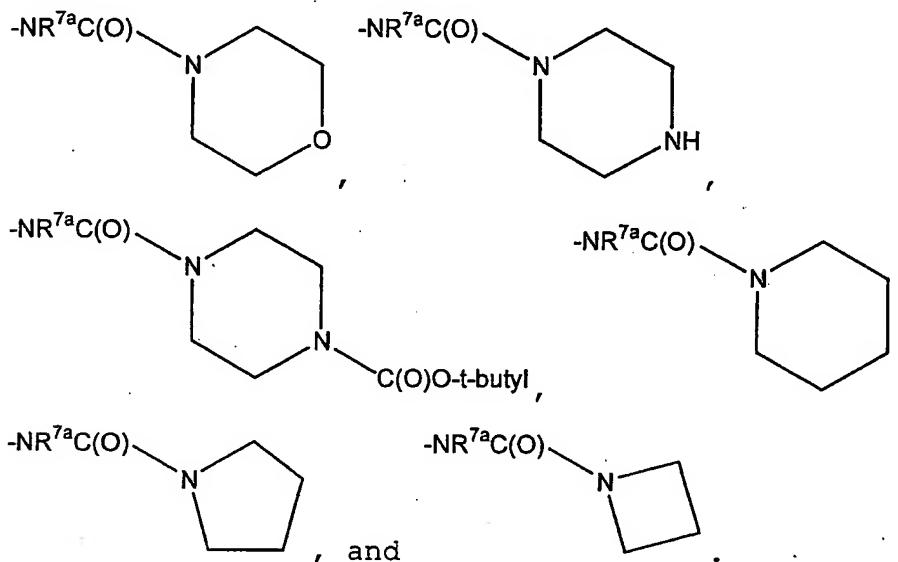
30  $R^{7f}$ , at each occurrence, is selected from H, methyl, ethyl, propyl, i-propyl, butyl, i-butyl, t-butyl, pentyl, hexyl, cyclopropyl, and phenyl; and

$r$  is 0 or 1.

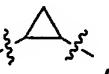
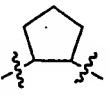
[8] In another embodiment, the present invention provides novel compounds of formula (I), wherein:

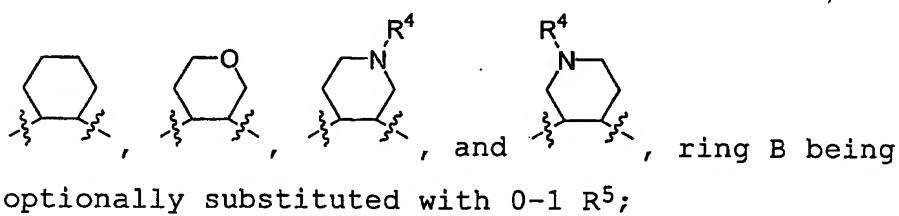
5 R<sup>7</sup> is selected from methyl, ethyl, propyl, i-propyl, butyl, i-butyl, s-butyl, pentyl, hexyl, Cl, Br, I, F, CN, NO<sub>2</sub>, NR<sup>7a</sup>R<sup>7a</sup>, NHC(O)NHR<sup>7a</sup>, NR<sup>7a</sup>C(O)R<sup>7b</sup>, NR<sup>7a</sup>C(O)OR<sup>7d</sup>, OH, CF<sub>3</sub>, CF<sub>2</sub>CF<sub>3</sub>, CHF<sub>2</sub>, CH<sub>2</sub>F, OCF<sub>3</sub>, C(O)R<sup>7b</sup>, C(O)OR<sup>7d</sup>, NR<sup>7f</sup>C(O)NR<sup>7a</sup>R<sup>7a</sup>, NHS(O)<sub>2</sub>R<sup>7b</sup>,

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[9] In another embodiment, the present invention 15 provides novel compounds of formula (I), wherein:

ring B is selected from , , , and



20

R<sup>1</sup> is selected from a C<sub>6</sub>-10 aryl group substituted with 0-3 R<sup>6</sup> wherein the aryl group is selected from phenyl and naphthyl, and a 5-10 membered heteroaryl system containing 1-4 heteroatoms selected from N and O, substituted with 0-3 R<sup>6</sup> wherein the heteroaryl system is selected from indolyl and pyridinyl;

RR<sup>2</sup> is selected from phenyl substituted with 0-2 R<sup>7</sup>, 10 naphthyl substituted with 0-2 R<sup>7</sup>, and a 5-10 membered heteroaryl system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>7</sup> wherein the heteroaryl is selected from benzimidazolyl, benzofuranyl, benzothiofuranyl, 15 benzothiazolyl, benzoxazolyl, indolyl, isoquinolinyl, pyridyl, quinazolinyl, and quinolinyl.

R<sup>4</sup> is selected from H, methyl, ethyl, propyl, i-propyl, 20 butyl, i-butyl, t-butyl, pentyl, hexyl, and (CH<sub>2</sub>)<sub>r</sub> C(O)R<sup>4b</sup>;

R<sup>6</sup> is selected from methyl, ethyl, propyl, i-propyl, butyl, F, Cl, Br, I, NO<sub>2</sub>, CN, O(CH<sub>2</sub>)<sub>r</sub>R<sup>6d</sup>, C(O)H, 25 C(O)R<sup>6d</sup>, C(O)OH, SR<sup>6d</sup>, NR<sup>6a</sup>R<sup>6a</sup>, NC(O)R<sup>6b</sup>, OC(O)R<sup>6b</sup>, S(O)R<sup>6b</sup>, (CHR')<sub>r</sub>S(O)<sub>2</sub>NR<sup>6a</sup>R<sup>6a</sup>, and CF<sub>3</sub>;

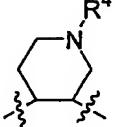
R<sup>6a</sup> is H, methyl, or ethyl;

30 R<sup>6b</sup> is H, methyl, ethyl, propyl, i-propyl or butyl;

R<sup>6d</sup> is methyl, phenyl, CF<sub>3</sub>, and (CH<sub>2</sub>)-phenyl; and

r is 0 or 1.

[10] In another embodiment, the present invention  
5 provides novel compounds of formula (I), wherein:

ring B is selected from , , and , ring  
B being substituted with 0-1 R<sup>5</sup>;

10 R<sup>1</sup> is selected from a C<sub>6</sub>-10 aryl group substituted with  
0-3 R<sup>6</sup> wherein the aryl group is selected from  
phenyl, and a 5-10 membered heteroaryl system  
containing 1-4 heteroatoms selected from N and O,  
substituted with 0-3 R<sup>6</sup> wherein the heteroaryl  
15 system is selected from indolyl and pyridinyl;

R<sup>4</sup> is selected from H, methyl, ethyl, propyl, i-propyl,  
butyl, i-butyl, t-butyl, pentyl, hexyl, allyl and  
(CH<sub>2</sub>)<sub>r</sub> C(O)R<sup>4b</sup>;

20 R<sup>5</sup> is selected from H, OH, OCH<sub>3</sub>, and NR<sup>5a</sup>R<sup>5a</sup>;

R<sup>5a</sup> is selected from H, methyl, ethyl, propyl, i-propyl,  
butyl, s-butyl, i-butyl, t-butyl, pentyl, hexyl,  
25 allyl, propargyl, cyclopropyl, cyclopropylmethyl,  
acetyl, methysulfonyl, -C(O)CF<sub>3</sub>, C(=N)NH<sub>2</sub>, benzyl,  
and -C(O)O-t-butyl;

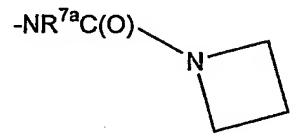
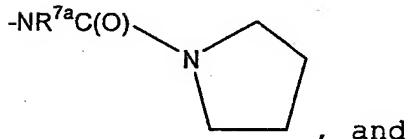
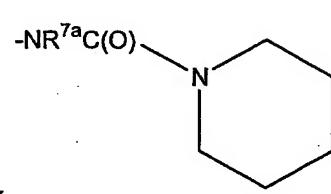
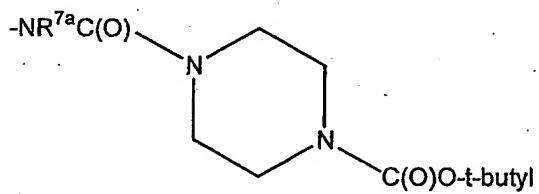
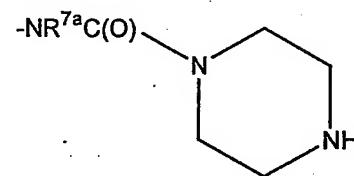
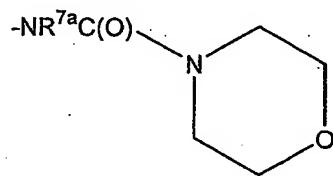
30 R<sup>6</sup> is selected from methyl, ethyl, propyl, i-propyl,  
butyl, vinyl, F, Cl, Br, I, CN, NR<sup>6a</sup>R<sup>6a</sup>, C(O)H,

$\text{C(O)OH}$ ,  $\text{C(O)R}^{6b}$ ,  $\text{SR}^{6d}$ ,  $\text{S(O)}_p\text{R}^{6d}$ ,  $\text{S(O)}_2\text{NR}^{6a}\text{R}^{6a}$ ,  $\text{CF}_3$ , and  $\text{CH}_2\text{OH}$ ;

5  $\text{R}^{6b}$  is H, methyl, ethyl, propyl, i-propyl or butyl;

$\text{R}^{6d}$  is methyl;

10  $\text{R}^7$  is selected from methyl, ethyl, propyl, i-propyl, butyl, i-butyl, s-butyl, pentyl, hexyl, Cl, Br, I,  $\text{F}$ ,  $\text{CN}$ ,  $\text{NO}_2$ ,  $\text{NR}^{7a}\text{R}^{7a}$ ,  $\text{NHC(O)NHR}^{7a}$ ,  $\text{NR}^{7a}\text{C(O)R}^{7b}$ ,  $\text{NR}^{7a}\text{C(O)OR}^{7d}$ ,  $\text{OH}$ ,  $\text{CF}_3$ ,  $\text{CF}_2\text{CF}_3$ ,  $\text{CHF}_2$ ,  $\text{CH}_2\text{F}$ ,  $\text{OCF}_3$ ,  $\text{OCF}_2\text{CF}_3$ ,  $\text{OCHF}_2$ , and  $\text{OCH}_2\text{F}$ ,  $\text{C(O)OR}^{7d}$ ,  $\text{C(O)R}^{7b}$ ,  $\text{NR}^{7f}\text{C(O)NR}^{7a}\text{R}^{7a}$ ,  $\text{NHS(O)}_2\text{R}^{7b}$ ,



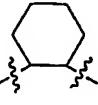
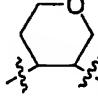
20  $\text{R}^{7a}$  is selected from H, methyl, ethyl, propyl, i-propyl, butyl, i-butyl, t-butyl, pentyl, neo-pentyl,

cyclopropyl, cyclobutyl, cyclopentyl, and cyclohexyl;

$\text{R}^{7b}$  is selected from cyclohexyl and  $\text{CF}_3$ ; and

$R^{7d}$  is selected from methyl, ethyl, propyl, i-propyl, butyl, i-butyl, and t-butyl.

[11] In another embodiment, the present invention 5 provides novel compounds of formula (I), wherein:

ring B is selected from  and , ring B being substituted with 0-1  $R^5$ ;

10  $R^1$  is selected from a C<sub>6</sub>-10 aryl group substituted with 0-3  $R^6$  wherein the aryl group is phenyl, and a 5-10 membered heteroaryl system containing 1 heteroatoms selected from N and O, substituted with 0-3  $R^6$  wherein the heteroaryl system is indolyl;

15

$R^5$  is selected from H, OH, OCH<sub>3</sub>, and NR<sup>5a</sup>R<sup>5a</sup>;

20  $R^{5a}$  is selected from H, methyl, ethyl, propyl, i-propyl, butyl, s-butyl, i-butyl, t-butyl, pentyl, hexyl, allyl, propargyl, cyclopropyl, cyclopropylmethyl, acetyl, methysulfonyl, -C(O)CF<sub>3</sub>, C(=N)NH<sub>2</sub>, benzyl, and -C(O)O-t-butyl;

25  $R^6$  is selected from methyl, ethyl, propyl, i-propyl, Cl, Br, CN, C(O)CH<sub>3</sub>, C(O)OH, OCH<sub>3</sub>, NR<sup>6a</sup>R<sup>6a</sup>, SCH<sub>3</sub>, S(O)<sub>2</sub>NR<sup>6a</sup>R<sup>6a</sup>, and CF<sub>3</sub>;

30  $R^{6a}$  is H, methyl, ethyl, propyl, i-propyl, butyl, propargyl, cyclopropyl, allyl;

30

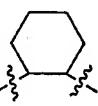
R<sup>7</sup> is selected from t-butyl, Cl, Br, CN, NR<sup>7a</sup>R<sup>7a</sup>, OH, CF<sub>3</sub>, CF<sub>2</sub>CF<sub>3</sub>, CHF<sub>2</sub>, CH<sub>2</sub>F, OCF<sub>3</sub>, OCF<sub>2</sub>CF<sub>3</sub>, OCHF<sub>2</sub>, and OCH<sub>2</sub>F; and

5 R<sup>7a</sup> is selected from H, methyl, ethyl, propyl, i-propyl, butyl, i-butyl, t-butyl, pentyl, neo-pentyl, cyclopropyl, cyclobutyl, cyclopentyl, and cyclohexyl.

10 [12] In another embodiment, the present invention provides novel compounds of formula (I), wherein:

E is selected from -CH<sub>2</sub>-NH-, -C(O)-NH- and -SO<sub>2</sub>-CH<sub>2</sub>-.

15 [13] In another embodiment, the present invention provides novel compounds of formula (I), wherein:

B is  , ring B being substituted with 0-1 R<sup>5</sup>; and

20 R<sup>5</sup> is selected from H and NR<sup>5a</sup>R<sup>5a</sup>;

R<sup>5a</sup> is selected from H, methyl, ethyl, propyl, i-propyl, butyl, s-butyl, i-butyl, t-butyl, pentyl, hexyl, propargyl, allyl, cyclopropylmethyl, cyclopropyl, and phenyl.

25 [14] In another embodiment, the present invention provides novel compounds of formula (I), wherein:

30 Z is selected from a bond and -C(O)NR<sup>8</sup>-.

[15] In another embodiment, the present invention provides novel compounds of formula (I), wherein:

5 R<sup>6</sup> is selected from methyl, ethyl, propyl, i-propyl, butyl, vinyl, F, Cl, Br, I, C(O)H, C(O)R<sup>6b</sup>, SR<sup>6d</sup>, S(O)<sub>p</sub>R<sup>6d</sup>, CF<sub>3</sub>, and CH<sub>2</sub>OH;

R<sup>6b</sup> is H, methyl, ethyl, propyl, i-propyl or butyl;

10 R<sup>6d</sup> is methyl;

15 R<sup>7</sup> is selected from t-butyl, Cl, Br, NR<sup>7a</sup>R<sup>7a</sup>, NR<sup>7a</sup>C(O)OR<sup>7d</sup>, NHC(O)NHR<sup>7a</sup>, OH, OCF<sub>3</sub>, NO<sub>2</sub>, and CF<sub>3</sub>;

20 R<sup>7a</sup> is selected from H, methyl, ethyl, propyl, i-propyl, butyl, i-butyl, t-butyl, pentyl, neo-pentyl, cyclopropyl, cyclobutyl, cyclopentyl, and cyclohexyl;

25 R<sup>7d</sup> is selected from methyl, ethyl, propyl, i-propyl, butyl, i-butyl, and t-butyl.

[16] In another embodiment, the present invention provides novel compounds of formula (I), wherein the compound is selected from the compounds of table 1.

30 In another embodiment, the present invention is directed to a pharmaceutical composition, comprising a pharmaceutically acceptable carrier and a therapeutically effective amount of a compound of Formula (I).

In another embodiment, the present invention is directed to a method for modulation of chemokine or

chemokine receptor activity comprising administering to a patient in need thereof a therapeutically effective amount of a compound of Formula (I).

5 In another embodiment, the present invention is directed to a method for modulation of CCR-2 receptor activity comprising administering to a patient in need thereof a therapeutically effective amount of a compound of Formula (I).

10

In another embodiment, the present invention is directed to a method for modulation of MCP-1, MCP-2, MCP-3 and MCP-4, and MCP-5 activity that is mediated by the CCR2 receptor comprising administering to a patient in need thereof a therapeutically effective amount of a compound of Formula (I).

20 In another embodiment, the present invention is directed to a method for modulation of MCP-1 activity comprising administering to a patient in need thereof a therapeutically effective amount of a compound of Formula (I).

25 In another embodiment, the present invention is directed to a method for treating disorders, comprising administering to a patient in need thereof a therapeutically effective amount of a compound of Formula (I), said disorders being selected from osteoarthritis, aneurism, fever, cardiovascular effects, Crohn's disease, 30 congestive heart failure, autoimmune diseases, HIV-infection, HIV-associated dementia, psoriasis, idiopathic pulmonary fibrosis, transplant arteriosclerosis, physically- or chemically-induced brain trauma, inflammatory bowel disease, alveolitis, colitis, systemic

lupus erythematosus, nephrotoxic serum nephritis, glomerularnephritis, asthma, multiple sclerosis, atherosclerosis, rheumatoid arthritis, restinosis, organ transplantation, and cancer.

5

In another embodiment, the present invention is directed to a method for treating disorders, comprising administering to a patient in need thereof a therapeutically effective amount of a compound of Formula 10 (I), wherein said disorders being selected from psoriasis, idiopathic pulmonary fibrosis, transplant arteriosclerosis, physically- or chemically-induced brain trauma, inflammatory bowel disease, alveolitis, colitis, systemic lupus erythematosus, nephrotoxic serum 15 nephritis, glomerularnephritis, asthma, multiple sclerosis, atherosclerosis, and rheumatoid arthritis, restinosis, organ transplantation, and cancer.

In another embodiment, the present invention is 20 directed to a method for treating disorders, comprising administering to a patient in need thereof a therapeutically effective amount of a compound of Formula (I), wherein said disorders being selected from alveolitis, colitis, systemic lupus erythematosus, 25 nephrotoxic serum nephritis, glomerularnephritis, asthma, multiple sclerosis, atherosclerosis, and rheumatoid arthritis, restinosis, organ transplantation, and cancer.

In another embodiment, the present invention is 30 directed to a method for treating disorders, comprising administering to a patient in need thereof a therapeutically effective amount of a compound of Formula (I), wherein said disorders being selected from asthma,

multiple sclerosis, atherosclerosis, and rheumatoid arthritis.

In another embodiment, the present invention is  
5 directed to a method for treating disorders, comprising  
administering to a patient in need thereof a  
therapeutically effective amount of a compound of Formula  
(I), wherein said disorders being selected from  
restinosis, organ transplantation, and cancer.

10

In another embodiment, the present invention is  
directed to a method for treating rheumatoid arthritis,  
comprising administering to a patient in need thereof a  
therapeutically effective amount of a compound of Formula  
15 (I).

In another embodiment, the present invention is  
directed to a method for treating multiple sclerosis,  
comprising administering to a patient in need thereof a  
therapeutically effective amount of a compound of Formula  
20 (I).

In another embodiment, the present invention is  
directed to a method for treating atherosclerosis,  
25 comprising administering to a patient in need thereof a  
therapeutically effective amount of a compound of Formula  
(I).

In another embodiment, the present invention is  
30 directed to a method for treating asthma, comprising  
administering to a patient in need thereof a  
therapeutically effective amount of a compound of Formula  
(I).

In another embodiment, the present invention is directed to a method for treating restinosis, comprising administering to a patient in need thereof a therapeutically effective amount of a compound of Formula 5 (I).

In another embodiment, the present invention is directed to a method for treating organ transplantation, comprising administering to a patient in need thereof a 10 therapeutically effective amount of a compound of Formula (I).

In another embodiment, the present invention is directed to a method for treating cancer, comprising 15 administering to a patient in need thereof a therapeutically effective amount of a compound of Formula (I).

In another embodiment, the present invention is 20 directed to a method for treating inflammatory diseases, comprising administering to a patient in need thereof a therapeutically effective amount of a compound of Formula (I).

25 In another embodiment, the present invention is directed to a method for treating inflammatory diseases which are at least partially mediated by CCR-2, comprising administering to a patient in need thereof a therapeutically effective amount of a compound of Formula 30 (I).

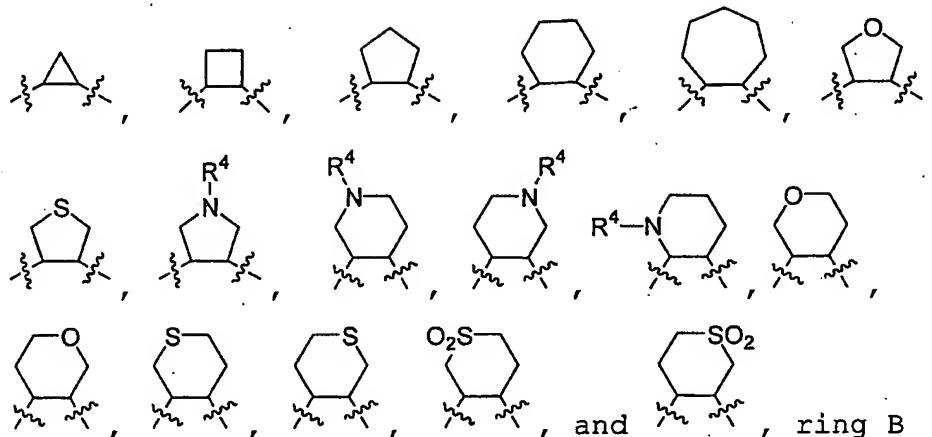
In another embodiment, the present invention is directed to a method for modulation of CCR2 activity comprising administering to a patient in need thereof a

therapeutically effective amount of a compound of Formula (I).

In another embodiment, the present invention is directed the use of a compound of Formula (I) in the preparation of a medicament for the treatment of osteoarthritis, aneurism, fever, cardiovascular effects, Crohn's disease, congestive heart failure, autoimmune diseases, HIV-infection, HIV-associated dementia, psoriasis, idiopathic pulmonary fibrosis, transplant arteriosclerosis, physically- or chemically-induced brain trauma, inflammatory bowel disease, alveolitis, colitis, systemic lupus erythematosus, nephrotoxic serum nephritis, glomerularnephritis, asthma, multiple sclerosis, atherosclerosis, and rheumatoid arthritis.

In another embodiment, the present invention is directed to a compound of formula (I) for use in therapy.

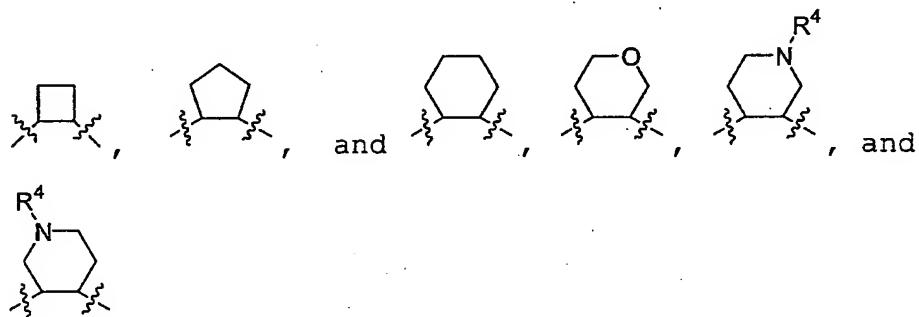
20 In another embodiment, ring B is selected from



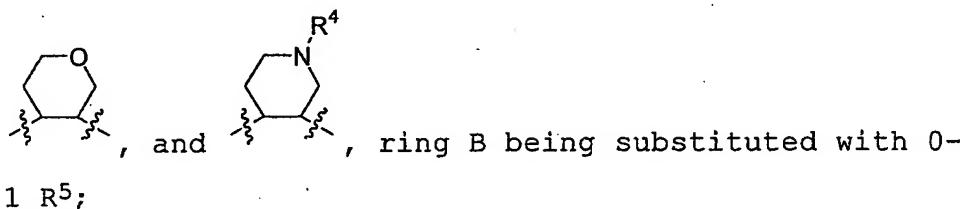
being optionally substituted with 0-1 R<sup>5</sup>.

5

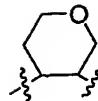
In another embodiment, ring B is selected from

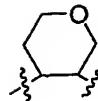


10 In another embodiment, ring B is selected from



15 In another embodiment, ring B is substituted with 0-1 R<sup>5</sup>.



In another embodiment, ring B is , ring B being substituted with 0-1 R<sup>5</sup>;

5 In another embodiment, E is -S(O)<sub>p</sub>CH<sub>2</sub>-.

In another embodiment, E is -C(O)NH-.

In another embodiment, E is -CH<sub>2</sub>NH-.

10

In another embodiment, Z is selected from -C(O)NH-.

In another embodiment, Z is selected from a bond, and -C(O)NH-.

15

In another embodiment, Z is a bond.

In another embodiment, R<sup>4</sup> is selected from H, C<sub>1-6</sub> alkyl,

C<sub>3-8</sub> alkenyl, C<sub>3-8</sub> alkynyl, (CRR)<sub>q</sub>OH, (CHR)<sub>s</sub>SH,

20

(CRR)<sub>t</sub>OR<sup>4d</sup>, (CHR)<sub>t</sub>SR<sup>4d</sup>, (CHR)<sub>t</sub>NR<sup>4a</sup>R<sup>4a</sup>, (CHR)<sub>q</sub>C(O)OH,

(CHR)<sub>r</sub>C(O)R<sup>4b</sup>, (CHR)<sub>r</sub>C(O)NR<sup>4a</sup>R<sup>4a</sup>, (CHR)<sub>t</sub>NR<sup>4a</sup>C(O)R<sup>4b</sup>,

(CHR)<sub>t</sub>OC(O)NR<sup>4a</sup>R<sup>4a</sup>, (CHR)<sub>t</sub>NR<sup>4a</sup>C(O)OR<sup>4d</sup>,

(CHR)<sub>t</sub>NR<sup>4a</sup>C(O)R<sup>4b</sup>, (CHR)<sub>r</sub>C(O)OR<sup>4b</sup>, (CHR)<sub>t</sub>OC(O)R<sup>4b</sup>,

(CHR)<sub>r</sub>S(O)<sub>p</sub>R<sup>4b</sup>, (CHR)<sub>r</sub>S(O)<sub>2</sub>NR<sup>4a</sup>R<sup>4a</sup>, (CHR)<sub>r</sub>NR<sup>4a</sup>S(O)<sub>2</sub>R<sup>4b</sup>;

25

and

R, at each occurrence, is independently selected from H, methyl, ethyl, propyl, allyl, propynyl, (CH<sub>2</sub>)<sub>r</sub>C<sub>3-6</sub> cycloalkyl, and (CH<sub>2</sub>)<sub>r</sub>phenyl substituted with R<sup>6e</sup>.

30

In another embodiment, R<sup>4</sup> is selected from H, methyl, ethyl, propyl, i-propyl, butyl, i-butyl, allyl, propynyl, (CRR)<sub>q</sub>OH, (CRR)<sub>t</sub>SH, (CRR)<sub>t</sub>OR<sup>4d</sup>, (CRR)<sub>t</sub>SR<sup>4d</sup>, (CRR)<sub>t</sub>NR<sup>4a</sup>R<sup>4a</sup>, (CRR)<sub>q</sub>C(O)OH, (CRR)<sub>r</sub>C(O)R<sup>4b</sup>, (CRR)<sub>r</sub>C(O)NR<sup>4a</sup>R<sup>4a</sup>, (CRR)<sub>t</sub>NR<sup>4a</sup>C(O)R<sup>4b</sup>, (CRR)<sub>t</sub>OC(O)NR<sup>4a</sup>R<sup>4a</sup>, (CRR)<sub>t</sub>NR<sup>4a</sup>C(O)OR<sup>4d</sup>, (CRR)<sub>t</sub>NR<sup>4a</sup>C(O)R<sup>4b</sup>, (CRR)<sub>r</sub>C(O)OR<sup>4b</sup>, (CRR)<sub>t</sub>OC(O)R<sup>4b</sup>, (CRR)<sub>r</sub>S(O)<sub>p</sub>R<sup>4b</sup>, (CRR)<sub>r</sub>S(O)<sub>2</sub>NR<sup>4a</sup>R<sup>4a</sup>, (CRR)<sub>r</sub>NR<sup>4a</sup>S(O)<sub>2</sub>R<sup>4b</sup>.

10 R<sup>4b</sup> is selected from H, methyl, ethyl, propyl, i-propyl, butyl, i-butyl, t-butyl, pentyl, and cyclopropyl; and

15 R<sup>4d</sup> is selected from methyl, ethyl, propyl, i-propyl, butyl, i-butyl, t-butyl, pentyl, and cyclopropyl.

In another embodiment, R<sup>4</sup> is selected from H, methyl, ethyl, propyl, i-propyl, butyl, i-butyl, allyl, propynyl, (CH<sub>2</sub>)<sub>r</sub>C(O)R<sup>4b</sup>.

20 In another embodiment, R<sup>5</sup>, at each occurrence, is independently selected from H, methyl, ethyl, propyl, i-propyl, butyl, i-butyl, allyl, propynyl, (CH<sub>2</sub>)<sub>r</sub>OH, (CH<sub>2</sub>)<sub>r</sub>OR<sup>5d</sup>, (CH<sub>2</sub>)<sub>r</sub>NR<sup>5a</sup>R<sup>5a</sup>, (CH<sub>2</sub>)<sub>r</sub>C(O)OH, (CH<sub>2</sub>)<sub>r</sub>C(O)R<sup>5b</sup>, (CH<sub>2</sub>)<sub>r</sub>C(O)NR<sup>5a</sup>R<sup>5a</sup>, (CH<sub>2</sub>)<sub>r</sub>NR<sup>5a</sup>C(O)R<sup>5b</sup>, (CH<sub>2</sub>)<sub>r</sub>OC(O)NR<sup>5a</sup>R<sup>5a</sup>, (CH<sub>2</sub>)<sub>r</sub>NR<sup>5a</sup>C(O)OR<sup>5d</sup>, (CH<sub>2</sub>)<sub>r</sub>NR<sup>5a</sup>C(O)R<sup>5b</sup>, (CH<sub>2</sub>)<sub>r</sub>C(O)OR<sup>5b</sup>, (CH<sub>2</sub>)<sub>r</sub>OC(O)R<sup>5b</sup>, (CH<sub>2</sub>)<sub>r</sub>NR<sup>5a</sup>S(O)<sub>2</sub>R<sup>5b</sup>, and C<sub>1-6</sub> haloalkyl; and

30 R<sup>5a</sup>, at each occurrence, is independently selected from H, methyl, ethyl, propyl, i-propyl, butyl, i-butyl, pentyl, hexyl, cyclopropyl, and cyclobutyl.

In another embodiment, R<sup>5</sup>, at each occurrence, is independently selected from H, OH, OR<sup>5d</sup>, (CH<sub>2</sub>)<sub>r</sub>NR<sup>5a</sup>R<sup>5a</sup>, (CH<sub>2</sub>)<sub>r</sub>NR<sup>5a</sup>C(O)R<sup>5b</sup>, and (CH<sub>2</sub>)<sub>r</sub>NR<sup>5a</sup>C(O)OR<sup>5d</sup>.

5 In another embodiment, R<sup>1</sup> is selected from phenyl substituted with 0-2 R<sup>6</sup>, naphthyl substituted with 0-2 R<sup>6</sup>, and a 5-10 membered heteroaryl system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>6</sup> wherein the heteroaryl is selected from indolyl, benzimidazolyl, benzofuranyl, benzothiophenyl, benzoxazolyl, benzthiazolyl, benztriazolyl, benzotetrazolyl, 10 benzisoxazolyl, benzisothiazolyl, benzimidazolonyl, cinnolinyl, furanyl, imidazolyl, indazolyl, indolyl, isoquinolinyl isothiazolyl, isoxazolyl, oxazolyl, pyrazinyl, pyrazolyl, pyridazinyl, pyridyl, 15 pyridinyl, pyrimidinyl, pyrrolyl, quinazolinyl, quinolinyl, thiazolyl, thienyl, and tetrazolyl.

20

25 In another embodiment, R<sup>1</sup> is selected from a C<sub>6</sub>-10 aryl group substituted with 0-3 R<sup>6</sup> wherein the aryl group is selected from phenyl and naphthyl, and a 5-10 membered heteroaryl system containing 1-4 heteroatoms selected from N and O, substituted with 0-3 R<sup>6</sup> wherein the heteroaryl system is selected from furyl, indolyl, benzothiazolyl, and benzotriazolyl.

30

In another embodiment, R<sup>2</sup> is selected from phenyl substituted with 0-2 R<sup>7</sup>, naphthyl substituted with 0-2 R<sup>7</sup>, and a 5-10 membered heteroaryl system

containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>7</sup> wherein the heteroaryl is selected from benzimidazolyl, benzofuranyl, benzothiofuranyl, benzoxazolyl, benzthiazolyl, benztriazolyl, benztetrazolyl, benzisoxazolyl, benzisothiazolyl, benzimidazolonyl, cinnolinyl, furanyl, imidazolyl, indazolyl, indolyl, isoquinolinyl isothiazolyl, isoxazolinyl, isoxazolyl, oxazolyl, pyrazinyl, pyrazolyl, pyridazinyl, pyridyl, pyridinyl, pyrimidinyl, pyrrolyl, quinazolinyl, quinolinyl, thiazolyl, thienyl, and tetrazolyl.

In another embodiment, R<sup>2</sup> is selected from phenyl substituted with 0-2 R<sup>7</sup>, naphthyl substituted with 0-2 R<sup>7</sup>, and a 5-10 membered heteroaryl system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>7</sup> wherein the heteroaryl is selected from benzimidazolyl, benzofuranyl, benzothiofuranyl, benzoxazolyl, indolyl, isoquinolinyl, pyridyl, quinazolinyl, and quinolinyl.

In another embodiment, R<sup>2</sup> is selected from phenyl substituted with 0-2 R<sup>7</sup>, naphthyl substituted with 0-2 R<sup>7</sup>, and a 5-10 membered heteroaryl system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>7</sup> wherein the heteroaryl is selected from benzimidazolyl, benzofuranyl, benzothiofuranyl, benzoxazolyl, indolyl, isoquinolinyl, pyridyl, quinazolinyl, and quinolinyl.

In another embodiment, R<sup>2</sup> is selected from phenyl substituted with 0-2 R<sup>7</sup>.

5 In another embodiment, R<sup>2</sup> is selected from phenyl substituted with 0-2 R<sup>7</sup>, naphthalenyl substituted with 0-2 R<sup>7</sup>, and a 5-10 membered heteroaryl system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>7</sup> wherein the heteroaryl is selected from indolyl, phthalazinyl, cinnolinyl, 10 quinolinyl, isoquinolinyl, indazolyl, and quinazolinyl, benzimidazolyl, benzofuranyl, benzothiofuranyl, benzoxazolyl, benzthiazolyl, benzisoxazolyl, and benzisothiazolyl.

15 In another embodiment, Z is a bond and R<sup>2</sup> is selected from naphthalenyl substituted with 0-3 R<sup>7</sup>, a 5-10 membered heteroaryl system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>7</sup> wherein the heteroaryl is selected from indolyl, phthalazinyl, cinnolinyl, quinolinyl, 20 isoquinolinyl, indazolyl, and quinazolinyl, benzimidazolyl, benzofuranyl, benzothiofuranyl, benzoxazolyl, benzthiazolyl, benzisoxazolyl, and benzisothiazolyl.

25 In another embodiment, R<sup>6</sup>, at each occurrence, is selected from C<sub>1-8</sub> alkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, (CH<sub>2</sub>)<sub>r</sub>C<sub>3-6</sub> cycloalkyl, Cl, Br, I, F, NO<sub>2</sub>, CN, (CH<sub>2</sub>)<sub>r</sub>NR<sup>6a</sup>R<sup>6a</sup>, (CH<sub>2</sub>)<sub>r</sub>OH, (CH<sub>2</sub>)<sub>r</sub>O(CH<sub>2</sub>)<sub>r</sub>R<sup>6d</sup>, (CH<sub>2</sub>)<sub>r</sub>SH, 30 (CH<sub>2</sub>)<sub>r</sub>C(O)H, (CH<sub>2</sub>)<sub>r</sub>S(CH<sub>2</sub>)<sub>r</sub>R<sup>6d</sup>, (CH<sub>2</sub>)<sub>r</sub>C(O)OH, (CH<sub>2</sub>)<sub>r</sub>C(O)(CH<sub>2</sub>)<sub>r</sub>R<sup>6b</sup>, (CH<sub>2</sub>)<sub>r</sub>C(O)NR<sup>6a</sup>R<sup>6a</sup>, (CH<sub>2</sub>)<sub>r</sub>NR<sup>6f</sup>C(O)(CH<sub>2</sub>)<sub>r</sub>R<sup>6b</sup>, (CH<sub>2</sub>)<sub>r</sub>C(O)O(CH<sub>2</sub>)<sub>r</sub>R<sup>6d</sup>,

$(CH_2)_rOC(O)(CH_2)_rR^{6b}$ ,  $(CH_2)_rS(O)_p(CH_2)_rR^{6b}$ ,  
 $(CH_2)_rS(O)_2NR^{6a}R^{6a}$ ,  $(CH_2)_rNR^{6f}S(O)_2(CH_2)_rR^{6b}$ ,  
 $(CH_2)_rNR^{6f}S(O)_2NR^{6a}R^{6a}$ ,  $C_{1-6}$  haloalkyl, and  
 $(CH_2)_r$ phenyl substituted with 0-3  $R^{6e}$ ;

5

$R^{6a}$ , at each occurrence, is independently selected from H, methyl, ethyl, propyl, i-propyl, butyl, i-butyl, t-butyl, pentyl, hexyl, cyclopropyl and phenyl;

10  $R^{6b}$ , at each occurrence, is selected from methyl, ethyl, propyl, i-propyl, butyl, i-butyl, t-butyl, pentyl, hexyl, cyclopropyl, and phenyl;

15  $R^{6d}$ , at each occurrence, is selected from methyl,  $CF_3$ , ethyl, propyl, i-propyl, butyl, i-butyl, t-butyl, pentyl, hexyl, cyclopropyl, and phenyl;

20  $R^{6e}$ , at each occurrence, is selected from  $C_{1-6}$  alkyl,  $C_{2-8}$  alkenyl,  $C_{2-8}$  alkynyl,  $(CH_2)_rC_{3-6}$  cycloalkyl, Cl, F, Br, I, CN,  $NO_2$ ,  $(CF_2)_rCF_3$ ,  $(CH_2)_rOC_{1-5}$  alkyl, OH, SH,  $(CH_2)_rSC_{1-5}$  alkyl,  $(CH_2)_rNR^{6f}R^{6f}$ , and  $(CH_2)_r$ phenyl; and

25  $R^{6f}$ , at each occurrence, is selected from H, methyl, ethyl, propyl, i-propyl, butyl, i-butyl, t-butyl, pentyl, hexyl, cyclopropyl, and phenyl.

In another embodiment,  $R^6$  is selected from methyl, ethyl, propyl, i-propyl, butyl, F, Cl, Br, I,  $NO_2$ , CN,  $O(CH_2)_rR^{6d}$ ,  $C(O)H$ ,  $SR^{6d}$ ,  $NR^{6a}R^{6a}$ ,  $OC(O)R^{6b}$ ,  $S(O)_pR^{6b}$ ,  
30  $(CHR')_rS(O)_2NR^{6a}R^{6a}$ ,  $CF_3$ ;

$R^{6a}$  is H, methyl, or ethyl;

R<sup>6b</sup> is H or methyl; and

R<sup>6d</sup> is methyl, phenyl, CF<sub>3</sub>, and (CH<sub>2</sub>)-phenyl.

5

In another embodiment, R<sup>7</sup> is selected from methyl, ethyl, propyl, i-propyl, butyl, i-butyl, s-butyl, t-butyl, pentyl, hexyl, (CH<sub>2</sub>)<sub>r</sub>C<sub>3-6</sub> cycloalkyl, Cl, Br, I, F, NO<sub>2</sub>, CN, (CH<sub>2</sub>)<sub>r</sub>NR<sup>7a</sup>R<sup>7a</sup>, (CH<sub>2</sub>)<sub>r</sub>OH, (CH<sub>2</sub>)<sub>r</sub>O(CH)<sub>r</sub>R<sup>7d</sup>, (CH<sub>2</sub>)<sub>r</sub>SH, (CH<sub>2</sub>)<sub>r</sub>C(O)H, (CH<sub>2</sub>)<sub>r</sub>S(CH<sub>2</sub>)<sub>r</sub>R<sup>7d</sup>, (CH<sub>2</sub>)<sub>r</sub>C(O)OH, (CH<sub>2</sub>)<sub>r</sub>C(O)(CH<sub>2</sub>)<sub>r</sub>R<sup>7b</sup>, (CH<sub>2</sub>)<sub>r</sub>C(O)NR<sup>7a</sup>R<sup>7a</sup>, (CH<sub>2</sub>)<sub>r</sub>NR<sup>7f</sup>C(O)(CH<sub>2</sub>)<sub>r</sub>R<sup>7b</sup>, (CH<sub>2</sub>)<sub>r</sub>C(O)O(CH<sub>2</sub>)<sub>r</sub>R<sup>7d</sup>, (CH<sub>2</sub>)<sub>r</sub>OC(O)(CH<sub>2</sub>)<sub>r</sub>R<sup>7b</sup>, (CH<sub>2</sub>)<sub>r</sub>NR<sup>7a</sup>C(O)NR<sup>7a</sup>R<sup>7a</sup>, (CH<sub>2</sub>)<sub>r</sub>NR<sup>7a</sup>C(O)O(CH<sub>2</sub>)<sub>r</sub>R<sup>7d</sup>, (CH<sub>2</sub>)<sub>r</sub>S(O)<sub>p</sub>(CH<sub>2</sub>)<sub>r</sub>R<sup>7b</sup>, 10 (CH<sub>2</sub>)<sub>r</sub>S(O)<sub>2</sub>NR<sup>7a</sup>R<sup>7a</sup>, (CH<sub>2</sub>)<sub>r</sub>NR<sup>7f</sup>S(O)<sub>2</sub>(CH<sub>2</sub>)<sub>r</sub>R<sup>7b</sup>, C<sub>1-6</sub> haloalkyl, and (CH<sub>2</sub>)<sub>r</sub>phenyl substituted with 0-3 R<sup>7e</sup>;

15

R<sup>7a</sup>, at each occurrence, is selected from H, methyl, ethyl, propyl, i-propyl, butyl, i-butyl, t-butyl, pentyl, hexyl, and cyclopropyl;

20

R<sup>7b</sup>, at each occurrence, is selected from methyl, ethyl, propyl, i-propyl, butyl, i-butyl, t-butyl, pentyl, hexyl, and cyclopropyl;

25

R<sup>7d</sup>, at each occurrence, is selected from methyl, CF<sub>3</sub>, ethyl, propyl, i-propyl, butyl, i-butyl, t-butyl, pentyl, hexyl, and cyclopropyl;

30

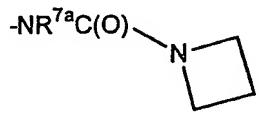
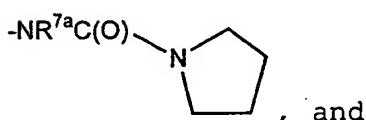
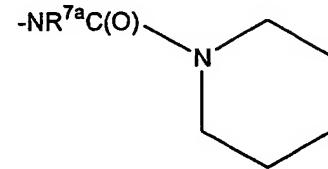
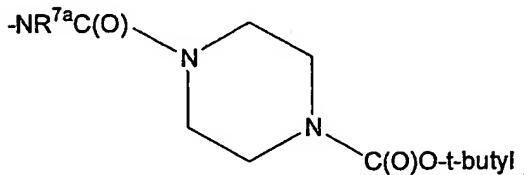
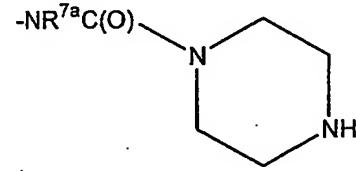
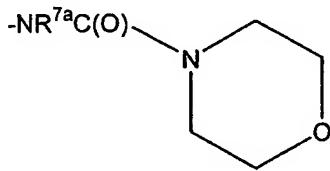
R<sup>7e</sup>, at each occurrence, is selected from C<sub>1-6</sub> alkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, (CH<sub>2</sub>)<sub>r</sub>C<sub>3-6</sub> cycloalkyl, Cl, F,

Br, I, CN, NO<sub>2</sub>, (CF<sub>2</sub>)<sub>r</sub>CF<sub>3</sub>, (CH<sub>2</sub>)<sub>r</sub>OC<sub>1-5</sub> alkyl, OH, SH, (CH<sub>2</sub>)<sub>r</sub>SC<sub>1-5</sub> alkyl, (CH<sub>2</sub>)<sub>r</sub>NR<sup>7f</sup>R<sup>7f</sup>, and (CH<sub>2</sub>)<sub>r</sub>phenyl; and

5 R<sup>7f</sup>, at each occurrence, is selected from H, methyl, ethyl, propyl, i-propyl, butyl, i-butyl, t-butyl, pentyl, hexyl, cyclopropyl, and phenyl.

In another embodiment, R<sup>7</sup> is selected from methyl, ethyl, propyl, i-propyl, butyl, i-butyl, s-butyl, pentyl, 10 hexyl, Cl, Br, I, F, NO<sub>2</sub>, NR<sup>7a</sup>R<sup>7a</sup>, NHC(O)NHR<sup>7a</sup>, NR<sup>7a</sup>C(O)R<sup>7b</sup>, NR<sup>7a</sup>C(O)OR<sup>7d</sup>, CF<sub>3</sub>, OCF<sub>3</sub>, C(O)R<sup>7b</sup>, NR<sup>7f</sup>C(O)NHR<sup>7a</sup>, and NHS(O)<sub>2</sub>R<sup>7b</sup>.

In another embodiment, R<sup>7</sup> is selected from methyl, ethyl, 15 propyl, i-propyl, butyl, i-butyl, s-butyl, pentyl, hexyl, Cl, Br, I, F, NO<sub>2</sub>, NR<sup>7a</sup>R<sup>7a</sup>, NHC(O)NHR<sup>7a</sup>, NR<sup>7a</sup>C(O)R<sup>7b</sup>, NR<sup>7a</sup>C(O)OR<sup>7d</sup>, CF<sub>3</sub>, OCF<sub>3</sub>, C(O)OR<sup>7d</sup>, C(O)R<sup>7b</sup>, NR<sup>7f</sup>C(O)NR<sup>7a</sup>R<sup>7a</sup>, NHS(O)<sub>2</sub>R<sup>7b</sup>,



In another embodiment, R<sup>7a</sup> is selected from H, methyl, ethyl, propyl, i-propyl, butyl, i-butyl, t-butyl,

pentyl, neo-pentyl, cyclopropyl, cyclobutyl, cyclopentyl, and cyclohexyl;

5 R<sup>7b</sup> is selected from cyclohexyl and CF<sub>3</sub>; and

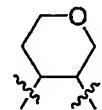
R<sup>7d</sup> is selected from methyl, ethyl, propyl, i-propyl, butyl, i-butyl, and t-butyl.

In another embodiment, R<sup>8</sup> is H.

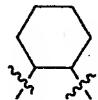
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In another embodiment, R<sup>11</sup> and R<sup>12</sup> are H.

In another embodiment, if ring B is not substituted with at least one R<sup>5</sup> which is to -NR<sup>5a</sup>R<sup>5a</sup>, than Z must be 15 -NR<sup>8</sup>C(O)- or -NR<sup>8</sup>C(O)NH-.



In another embodiment, ring B is selected from



; ring B being substituted with 0-2 R<sup>5</sup>;

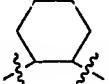
20 E is selected from -S(O)<sub>2</sub>CH<sub>2</sub>- and -CH<sub>2</sub>NH-;

R<sup>1</sup> is phenyl; and

Z is a bond and R<sup>2</sup> is a 5-10 membered heteroaryl system 25 containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>7</sup> wherein the heteroaryl is selected from indolyl, benzimidazolyl, benzofuranyl, benzothiophenyl, benzoxazolyl, benzthiazolyl, benztriazolyl, benztetrazolyl, benzisoxazolyl, 30 benzisothiazolyl, benzimidazolonyl, cinnolinyl, furanyl,

imidazolyl, indazolyl, indolyl, isoquinolinyl  
isothiazolyl, isoxazolyl, oxazolyl, phthalazinyl,  
pyrazinyl, pyrazolyl, pyridazinyl, pyridyl, pyridinyl,  
pyrimidinyl, pyrrolyl, quinazolinyl, quinolinyl,  
5 thiazolyl, thienyl, and tetrazolyl.

In another embodiment, the present invention is directed to compounds of formula (I) wherein

10 ring B is , ring B being substituted with 0-1 R<sup>5</sup>;

E is selected from -S(O)<sub>2</sub>CH<sub>2</sub>- and -C(O)-NH-;

15 R<sup>3</sup> is H;

R<sup>10</sup> and R<sup>10a</sup> are H,

alternatively, R<sup>10</sup> and R<sup>10a</sup> can join to form a C<sub>3-6</sub> cycloalkyl; and

20 R<sup>11</sup> and R<sup>12</sup> are H.

The invention may be embodied in other specific forms without departing from the spirit or essential attributes thereof. This invention also encompasses all combinations of alternative aspects of the invention noted herein. It is understood that any and all embodiments of the present invention may be taken in conjunction with any other embodiment to describe 25 additional embodiments of the present invention. Furthermore, any elements of an embodiment are meant to 30

be combined with any and all other elements from any of the embodiments to describe additional embodiments.

#### DEFINITIONS

5        The compounds herein described may have asymmetric centers. Compounds of the present invention containing an asymmetrically substituted atom may be isolated in optically active or racemic forms. It is well known in the art how to prepare optically active forms, such as by  
10      resolution of racemic forms or by synthesis from optically active starting materials. Many geometric isomers of olefins, C=N double bonds, and the like can also be present in the compounds described herein, and all such stable isomers are contemplated in the present  
15      invention. Cis and trans geometric isomers of the compounds of the present invention are described and may be isolated as a mixture of isomers or as separated isomeric forms. All chiral, diastereomeric, racemic forms and all geometric isomeric forms of a structure are  
20      intended, unless the specific stereochemistry or isomeric form is specifically indicated.

One enantiomer of a compound of Formula I may display superior activity compared with the other. Thus, all of the stereochemistries are considered to be a part  
25      of the present invention. When required, separation of the racemic material can be achieved by HPLC using a chiral column or by a resolution using a resolving agent such as camphonic chloride as in Steven D. Young, et al, *Antimicrobial Agents and Chemotherapy*, 1995, 2602-2605.

30       The term "substituted," as used herein, means that any one or more hydrogens on the designated atom or ring is replaced with a selection from the indicated group, provided that the designated atom's or ring atom's normal valency is not exceeded, and that the substitution

results in a stable compound. When a substituent is keto (i.e., =O), then 2 hydrogens on the atom are replaced.

When any variable (e.g., R<sup>10</sup>) occurs more than one time in any constituent or formula for a compound, its definition at each occurrence is independent of its definition at every other occurrence. Thus, for example, if a group is shown to be substituted with 0-2 R<sup>10</sup>, then said group may optionally be substituted with up to two R<sup>10</sup> groups and R<sup>10</sup> at each occurrence is selected independently from the definition of R<sup>10</sup>. Also, combinations of substituents and/or variables are permissible only if such combinations result in stable compounds.

When a bond to a substituent is shown to cross a bond connecting two atoms in a ring, then such substituent may be bonded to any atom on the ring. When a substituent is listed without indicating the atom via which such substituent is bonded to the rest of the compound of a given formula, then such substituent may be bonded via any atom in such substituent. Combinations of substituents and/or variables are permissible only if such combinations result in stable compounds.

As used herein, "C<sub>1-8</sub> alkyl" is intended to include both branched and straight-chain saturated aliphatic hydrocarbon groups having the specified number of carbon atoms, examples of which include, but are not limited to, methyl, ethyl, n-propyl, i-propyl, n-butyl, i-butyl, sec-butyl, t-butyl, pentyl, and hexyl. C<sub>1-8</sub> alkyl, is intended to include C<sub>1</sub>, C<sub>2</sub>, C<sub>3</sub>, C<sub>4</sub>, C<sub>5</sub>, C<sub>6</sub>, C<sub>7</sub>, and C<sub>8</sub> alkyl groups. "Alkenyl" is intended to include hydrocarbon chains of either a straight or branched configuration and one or more unsaturated carbon-carbon bonds which may occur in any stable point along the chain, such as ethenyl,

propenyl, and the like. "Alkynyl" is intended to include hydrocarbon chains of either a straight or branched configuration and one or more unsaturated triple carbon-carbon bonds which may occur in any stable point along the chain, such as ethynyl, propynyl, and the like. "C<sub>3-6</sub> cycloalkyl" is intended to include saturated ring groups having the specified number of carbon atoms in the ring, including mono-, bi-, or poly-cyclic ring systems, such as cyclopropyl, cyclobutyl, cyclopentyl, cyclohexyl, and cycloheptyl in the case of C<sub>7</sub> cycloalkyl. C<sub>3-6</sub> cycloalkyl, is intended to include C<sub>3</sub>, C<sub>4</sub>, C<sub>5</sub>, and C<sub>6</sub> cycloalkyl groups

"Halo" or "halogen" as used herein refers to fluoro, chloro, bromo, and iodo; and "haloalkyl" is intended to include both branched and straight-chain saturated aliphatic hydrocarbon groups, for example CF<sub>3</sub>, having the specified number of carbon atoms, substituted with 1 or more halogen (for example -C<sub>v</sub>F<sub>w</sub> where v = 1 to 3 and w = 1 to (2v+1)).

As used herein, the term "5-6-membered cyclic ketal" is intended to mean 2,2-disubstituted 1,3-dioxolane or 2,2-disubstituted 1,3-dioxane and their derivatives.

As used herein, "carbocycle" or "carbocyclic residue" is intended to mean any stable 3, 4, 5, 6, or 7-membered monocyclic or bicyclic or 7, 8, 9, 10, 11, 12, or 13-membered bicyclic or tricyclic, any of which may be saturated, partially unsaturated, or aromatic. Examples of such carbocycles include, but are not limited to, cyclopropyl, cyclobutyl, cyclopentyl, cyclohexyl, cycloheptyl, adamantyl, cyclooctyl, [3.3.0]bicyclooctane, [4.3.0]bicyclononane, [4.4.0]bicyclodecane (decalin), [2.2.2]bicyclooctane,

fluorenyl, phenyl, naphthyl, indanyl, adamantyl, or tetrahydronaphthyl (tetralin).

As used herein, the term "heterocycle" or "heterocyclic system" is intended to mean a stable 5, 6, 5 or 7-membered monocyclic or bicyclic or 7, 8, 9, or 10-membered bicyclic heterocyclic ring which is saturated, partially unsaturated or unsaturated (aromatic), and which consists of carbon atoms and 1, 2, 3, or 4 heteroatoms independently selected from the group 10 consisting of N, NH, O and S and including any bicyclic group in which any of the above-defined heterocyclic rings is fused to a benzene ring. The nitrogen and sulfur heteroatoms may optionally be oxidized. The heterocyclic ring may be attached to its pendant group at 15 any heteroatom or carbon atom which results in a stable structure. The heterocyclic rings described herein may be substituted on carbon or on a nitrogen atom if the resulting compound is stable. If specifically noted, a nitrogen in the heterocycle may optionally be 20 quaternized. It is preferred that when the total number of S and O atoms in the heterocycle exceeds 1, then these heteroatoms are not adjacent to one another. As used herein, the term "aromatic heterocyclic system" or "heteroaryl" is intended to mean a stable 5- to 7- 25 membered monocyclic or bicyclic or 7- to 10-membered bicyclic heterocyclic aromatic ring which consists of carbon atoms and from 1 to 4 heterotams independently selected from the group consisting of N, O and S and is aromatic in nature.

30 Examples of heterocycles include, but are not limited to, 1H-indazole, 2-pyrrolidonyl, 2H,6H-1,5,2-dithiazinyl, 2H-pyrrolyl, 1H-indolyl, 4-piperidonyl, 4aH-carbazole, 4H-quinolizinyl, 6H-1,2,5-thiadiazinyl, acridinyl, azocinyl, benzimidazolyl, benzofuranyl,

benzothiofuranyl, benzothiophenyl, benzoxazolyl,  
benzthiazolyl, benztriazolyl, benztetrazolyl,  
benzisoxazolyl, benzisothiazolyl, benzimidazolonyl,  
carbazolyl, 4aH-carbazolyl,  $\beta$ -carbolinyl, chromanyl,  
5 chromenyl, cinnolinyl, decahydroquinolinyl, 2H,6H-1,5,2-dithiazinyl, dihydrofuro[2,3-b]tetrahydrofuran, furanyl, furazanyl, imidazolidinyl, imidazolinyl, imidazolyl, indazolyl, indolenyl, indolinyl, indolizinyl, indolyl, isobenzofuranyl, isochromanyl, isoindazolyl,  
10 isoindolinyl, isoindolyl, isoquinolinyl (benzimidazolyl), isothiazolyl, isoxazolyl, morpholinyl, naphthyridinyl, octahydroisoquinolinyl, oxadiazolyl, 1,2,3-oxadiazolyl, 1,2,4-oxadiazolyl, 1,2,5-oxadiazolyl, 1,3,4-oxadiazolyl, oxazolidinyl, oxazolyl, oxazolidinylperimidinyl,  
15 phenanthridinyl, phenanthrolinyl, phenarsazinyl, phenazinyl, phenothiazinyl, phenoxythiinyl, phenoxyazinyl, phthalazinyl, piperazinyl, piperidinyl, pteridinyl, piperidonyl, 4-piperidonyl, pteridinyl, purinyl, pyranyl, pyrazinyl, pyrazolidinyl, pyrazolinyl, pyrazolyl,  
20 pyridazinyl, pyridooxazole, pyridoimidazole, pyridothiazole, pyridinyl, pyridyl, pyrimidinyl, pyrrolidinyl, pyrrolinyl, pyrrolyl, quinazolinyl, quinolinyl, 4H-quinolizinyl, quinoxaliny, quinuclidinyl, carbolinyl, tetrahydrofuranyl, tetrahydroisoquinolinyl,  
25 tetrahydroquinolinyl, 6H-1,2,5-thiadiazinyl, 1,2,3-thiadiazolyl, 1,2,4-thiadiazolyl, 1,2,5-thiadiazolyl, 1,3,4-thiadiazolyl, thianthrenyl, thiazolyl, thienyl, thienothiazolyl, thienooxazolyl, thienoimidazolyl, thiophenyl, triazinyl, 1,2,3-triazolyl, 1,2,4-triazolyl,  
30 1,2,5-triazolyl, 1,3,4-triazolyl, tetrazolyl, and xanthenyl. In another aspect of the invention, the heterocycles include, but are not limited to, pyridinyl, thiophenyl, furanyl, indazolyl, benzothiazolyl, benzimidazolyl, benzothiaphenyl, benzofuranyl,

benzoxazolyl, benzisoxazolyl, quinolinyl, isoquinolinyl, imidazolyl, indolyl, isoidolyl, piperidinyl, piperidonyl, 4-piperidonyl, piperonyl, pyrazolyl, 1,2,4-triazolyl, 1,2,3-triazolyl, tetrazolyl, thiazolyl, oxazolyl, 5 pyrazinyl, and pyrimidinyl. Also included are fused ring and spiro compounds containing, for example, the above heterocycles.

Examples of heteroaryls are 1H-indazole, 2H,6H-1,5,2-dithiazinyl, indolyl, 4aH-carbazole, 4H-10 quinolizinyl, 6H-1,2,5-thiadiazinyl, acridinyl, azocinyl, benzimidazolyl, benzofuranyl, benzothiofuranyl, benzothiophenyl, benzoxazolyl, benzthiazolyl, benztriazolyl, benztetrazolyl, benzisoxazolyl, benzisothiazolyl, benzimidazalonyl, carbazolyl, 15 4aH-carbazolyl,  $\beta$ -carbolinyl, chromanyl, chromenyl, cinnolinyl, decahydroquinolinyl, 2H,6H-1,5,2-dithiazinyl, dihydrofuro[2,3-*b*]tetrahydrofuran, furanyl, furazanyl, imidazolidinyl, imidazolinyl, imidazolyl, indazolyl, indolenyl, indolinyl, indolizinyl, indolyl, 20 isobenzofuranyl, isochromanyl, isoindazolyl, isoindolinyl, isoindolyl, isoquinolinyl (benzimidazolyl), isothiazolyl, isoxazolyl, morpholinyl, naphthyridinyl, octahydroisoquinolinyl, oxadiazolyl, 1,2,3-oxadiazolyl, 1,2,4-oxadiazolyl, 1,2,5-oxadiazolyl, 1,3,4-oxadiazolyl, 25 oxazolidinyl, oxazolyl, oxazolidinylperimidinyl, phenanthridinyl, phenanthrolinyl, phenarsazinyl, phenazinyl, phenothiazinyl, phenoxythiinyl, phenoxyazinyl, phthalazinyl, piperazinyl, piperidinyl, pteridinyl, piperidonyl, 4-piperidonyl, pteridinyl, purinyl, pyranyl, 30 pyrazinyl, pyrazolidinyl, pyrazolinyl, pyrazolyl, pyridazinyl, pyridooxazole, pyridoimidazole, pyridothiazole, pyridinyl, pyridyl, pyrimidinyl, pyrrolidinyl, pyrrolinyl, pyrrolyl, quinazolinyl, quinolinyl, 4H-quinolizinyl, quinoxalinyl, quinuclidinyl,

carbolinyl, tetrahydrofuranyl, tetrahydroisoquinolinyl, tetrahydroquinolinyl, 6H-1,2,5-thiadiazinyl, 1,2,3-thiadiazolyl, 1,2,4-thiadiazolyl, 1,2,5-thiadiazolyl, 1,3,4-thiadiazolyl, thianthrenyl, thiazolyl, thienyl, 5 thienothiazolyl, thienooxazolyl, thienoimidazolyl, thiophenyl, triazinyl, 1,2,3-triazolyl, 1,2,4-triazolyl, 1,2,5-triazolyl, 1,3,4-triazolyl, tetrazolyl, and xanthenyl. In another aspect of the invention, examples of heteroaryls are indolyl, benzimidazolyl, benzofuranyl, 10 benzothiofuranyl, benzoxazolyl, benzthiazolyl, benztriazolyl, benztetrazolyl, benzisoxazolyl, benzisothiazolyl, benzimidazolonyl, cinnolinyl, furanyl, imidazolyl, indazolyl, indolyl, isoquinolinyl isothiazolyl, isoxazolyl, oxazolyl, pyrazinyl, pyrazolyl, 15 pyridazinyl, pyridyl, pyridinyl, pyrimidinyl, pyrrolyl, quinazolinyl, quinolinyl, thiazolyl, thienyl, and tetrazolyl.

As used herein, the term "cyclic acetal" or or the phrase when two variables "join to form a cyclic acetal" 20 is intended to mean the substituent -O-CH<sub>2</sub>-O-.

The phrase "pharmaceutically acceptable" is employed herein to refer to those compounds, materials, compositions, and/or dosage forms which are, within the scope of sound medical judgment, suitable for use in 25 contact with the tissues of human beings and animals without excessive toxicity, irritation, allergic response, or other problem or complication, commensurate with a reasonable benefit/risk ratio.

As used herein, "pharmaceutically acceptable salts" 30 refer to derivatives of the disclosed compounds wherein the parent compound is modified by making acid or base salts thereof. Examples of pharmaceutically acceptable salts include, but are not limited to, mineral or organic acid salts of basic residues such as amines; alkali or

organic salts of acidic residues such as carboxylic acids; and the like. The pharmaceutically acceptable salts include the conventional non-toxic salts or the quaternary ammonium salts of the parent compound formed, 5 for example, from non-toxic inorganic or organic acids. For example, such conventional non-toxic salts include those derived from inorganic acids such as hydrochloric, hydrobromic, sulfuric, sulfamic, phosphoric, nitric and the like; and the salts prepared from organic acids such 10 as acetic, propionic, succinic, glycolic, stearic, lactic, malic, tartaric, citric, ascorbic, pamoic, maleic, hydroxymaleic, phenylacetic, glutamic, benzoic, salicylic, sulfanilic, 2-acetoxybenzoic, fumaric, toluenesulfonic, methanesulfonic, ethane disulfonic, 15 oxalic, isethionic, and the like.

The pharmaceutically acceptable salts of the present invention can be synthesized from the parent compound which contains a basic or acidic moiety by conventional chemical methods. Generally, such salts can be prepared 20 by reacting the free acid or base forms of these compounds with a stoichiometric amount of the appropriate base or acid in water or in an organic solvent, or in a mixture of the two; generally, nonaqueous media like ether, ethyl acetate, ethanol, isopropanol, or 25 acetonitrile are preferred. Lists of suitable salts are found in *Remington's Pharmaceutical Sciences*, 17th ed., Mack Publishing Company, Easton, PA, 1985, p. 1418, the disclosure of which is hereby incorporated by reference.

Since prodrugs are known to enhance numerous 30 desirable qualities of pharmaceuticals (e.g., solubility, bioavailability, manufacturing, etc...) the compounds of the present invention may be delivered in prodrug form. Thus, the present invention is intended to cover prodrugs of the presently claimed compounds, methods of delivering

the same and compositions containing the same.

"Prodrugs" are intended to include any covalently bonded carriers which release an active parent drug of the present invention *in vivo* when such prodrug is

5 administered to a mammalian subject. Prodrugs the present invention are prepared by modifying functional groups present in the compound in such a way that the modifications are cleaved, either in routine manipulation or *in vivo*, to the parent compound. Prodrugs include  
10 compounds of the present invention wherein a hydroxy, amino, or sulphydryl group is bonded to any group that, when the prodrug of the present invention is administered to a mammalian subject, it cleaves to form a free hydroxyl, free amino, or free sulphydryl group,  
15 respectively. Examples of prodrugs include, but are not limited to, acetate, formate and benzoate derivatives of alcohol and amine functional groups in the compounds of the present invention.

"Stable compound" and "stable structure" are meant  
20 to indicate a compound that is sufficiently robust to survive isolation to a useful degree of purity from a reaction mixture, and formulation into an efficacious therapeutic agent. The present invention is intended to embody stable compounds.

25 "Therapeutically effective amount" is intended to include an amount of a compound of the present invention alone or an amount of the combination of compounds claimed or an amount of a compound of the present invention in combination with other active ingredients  
30 effective to inhibit MCP-1 or effective to treat or prevent inflammatory disorders.

As used herein, "treating" or "treatment" cover the treatment of a disease-state in a mammal, particularly in a human, and include: (a) preventing the disease-state

from occurring in a mammal, in particular, when such mammal is predisposed to the disease-state but has not yet been diagnosed as having it; (b) inhibiting the disease-state, i.e., arresting its development; and/or (c) 5 relieving the disease-state, i.e., causing regression of the disease state.

### SYNTHESIS

The compounds of the present invention can be 10 prepared in a number of ways well known to one skilled in the art of organic synthesis. The compounds of the present invention can be synthesized using the methods described below, together with synthetic methods known in the art of synthetic organic chemistry, or variations 15 thereon as appreciated by those skilled in the art.

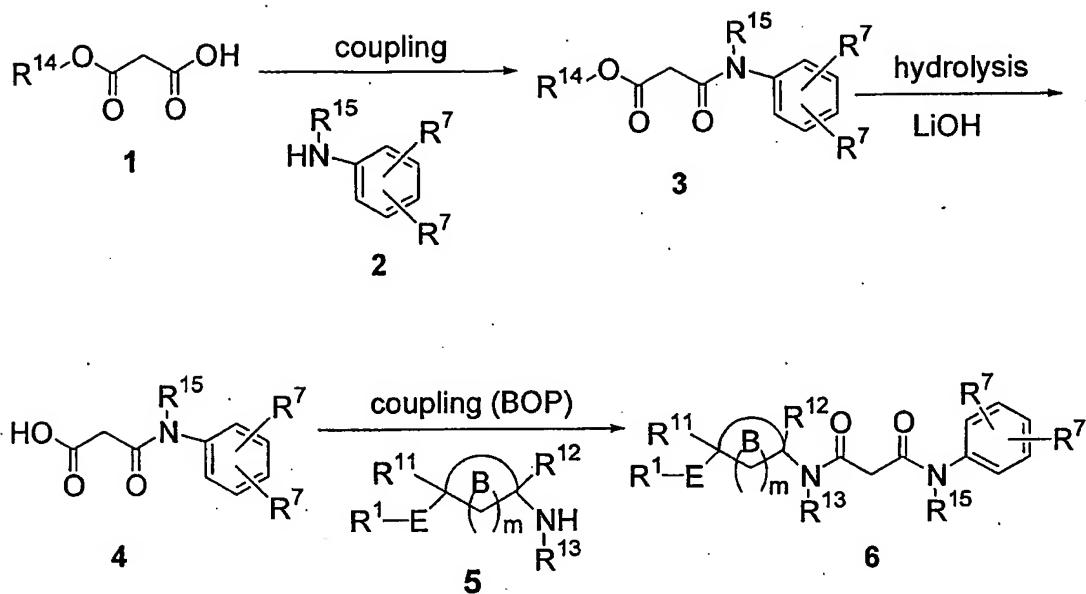
Preferred methods include, but are not limited to, those described below. All references cited herein are hereby incorporated in their entirety herein by reference.

The novel compounds of this invention may be 20 prepared using the reactions and techniques described in this section. The reactions are performed in solvents appropriate to the reagents and materials employed and are suitable for the transformations being effected. Also, in the description of the synthetic methods 25 described below, it is to be understood that all proposed reaction conditions, including choice of solvent, reaction atmosphere, reaction temperature, duration of the experiment and work up procedures, are chosen to be the conditions standard for that reaction, which should 30 be readily recognized by one skilled in the art. It is understood by one skilled in the art of organic synthesis that the functionality present on various portions of the molecule must be compatible with the reagents and

reactions proposed. Such restrictions to the substituents which are compatible with the reaction conditions will be readily apparent to one skilled in the art and alternate methods must then be used. This will sometimes require a 5 judgment to modify the order of the synthetic steps or to select one particular process scheme over another in order to obtain a desired compound of the invention. It will also be recognized that another major consideration in the planning of any synthetic route in this field is 10 the judicious choice of the protecting group used for protection of the reactive functional groups present in the compounds described in this invention. An authoritative account describing the many alternatives to the trained practitioner is Greene and Wuts (*Protective 15 Groups In Organic Synthesis*, Wiley and Sons, 1999).

A series of compounds of formula 6 are synthesized as shown in Scheme 1. Several malonic acid mono-esters 1 are commercially available and can be coupled to commercially available anilines 2. Removal of R<sup>14</sup> affords 20 the carboxylates 4. This can be coupled to the core 5 (for some suitable cores 5 see Cherney WO 02060859 and US Serial No., 60/446,850, PH7442-PSP, filed 2/12/03, both the synthesis of the cores are described therein and are hereby incorporated by reference) to provide the 25 target molecule 6.

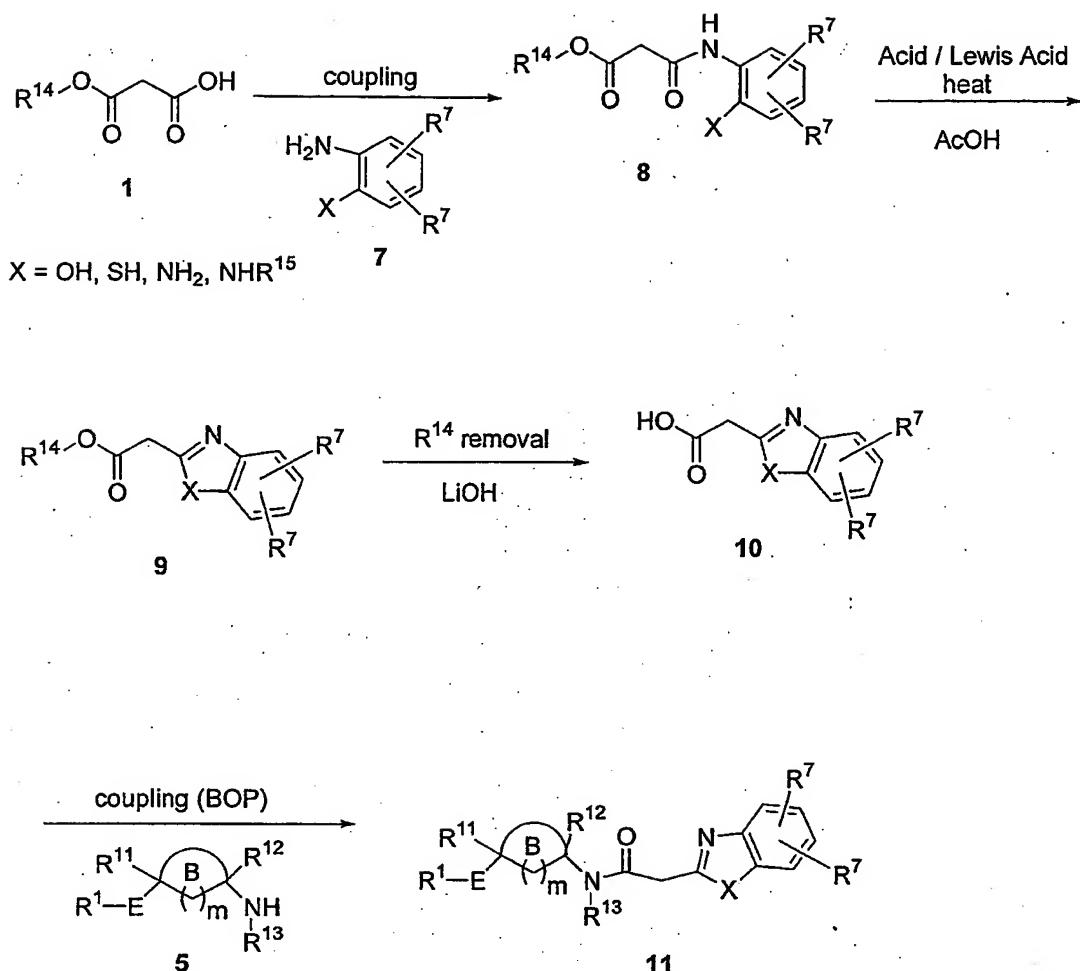
Scheme 1



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A series of compounds with formulas 11 can be synthesized by the methods shown in Scheme 2. Malonic acid mono-esters 1 can be coupled to mixed anilines 7 to afford the amides 8. These amides (where X = OH, SH, 10 NH<sub>2</sub>, NHR<sup>15</sup>) can be cyclized to give 9 (K. Takeuchi et al. *Bioorg. Med. Chem. Lett.* 2000, 2347; G. Nawwar et al. *Collect. Czech. Chem. Commun.* 1995, 2200; T. Hisano et al. *Chem. Pharm. Bull.* 1982, 2996). Removal of R<sup>14</sup> affords the carboxylates 4. This can be coupled to the core 15 5 to provide the target molecule 11.

Scheme 2



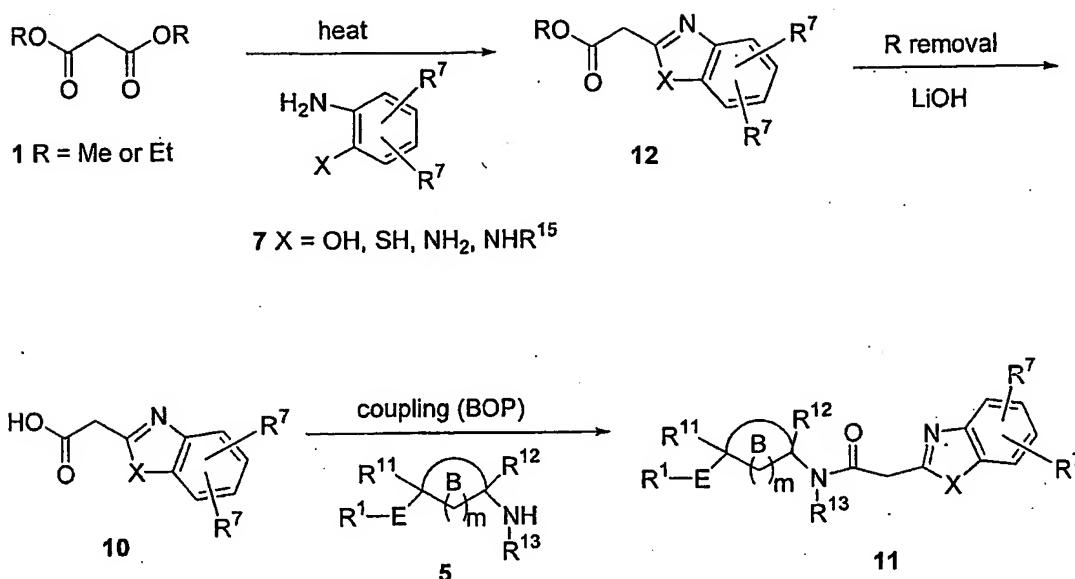
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A series of compounds of formula **11** are synthesized as shown in Scheme 3. Malonic esters **1** can be condensed with mixed anilines **7** to afford **12** (G. Trapani et al. *Eur. J. Med. Chem.* **1992**, 39; P. Baudet et al. *Helv. Chim.* **1970**, 1683; D. McKinnon et al. *Can J. Chem.* **1988**, 2339; K. Nivalkar et al. *Synth. Commun.* **1996**, 3535). Removal of the ester R affords the carboxylates **10**. This can be coupled to the core **5** to provide the target molecule **11**.

10

15

Scheme 3



5

ExamplesExample 1

10 (±) (1S\*,2R\*)-4-Methylsulfanyl-N-[2-[2-(4-trifluoromethyl-1H-benzoimidazol-2-yl)-acetylamo]cyclohexyl]-benzamide

(1a) N-(2-Nitro-3-trifluoromethyl-phenyl)-acetamide (Helvetica 1947, p.107) (3.6 g) was dissolved in EtOH and 15 heated to 105 °C prior to the addition of 1N NaOH (60 ml) and 50% NaOH (10 ml). After 2.5 h, the reaction was cooled to rt and EtOAc was added. The organic layer was washed with water and brine. Then it was dried and concentrated to give a crude 2-nitro-3-trifluoromethyl-20 phenylamine (2.79 g): <sup>1</sup>H NMR (CDCl<sub>3</sub>, δ ppm, 300 mHz) 5.0 (s, 2H), 7.02 (d, 1H), 7.10 (d, 1H), 7.38 (t, 1H).

(1b) A portion (1.42 g) of the above derivative (1a) was dissolved in MeOH (20 mL) prior to the addition of 10% Pd/C (260 mg). The reaction was placed on a Parr apparatus under hydrogen at 60 psi for 3 h. The Pd/C was 5 filtered off and solvent was concentrated to give 3-trifluoromethyl-benzene-1,2-diamine (1.16 g):  $^1\text{H}$  NMR (CDCl<sub>3</sub>,  $\delta$  ppm, 300 MHz) 3.40 (s, 2H), 3.94 (s, 2H), 6.70 (t, 1H), 6.85 (d, 1H), 7.02 (d, 1H).

10 (1c) A portion (1.15 g) of the above derivative (1b) was dissolved in diethyl malonate. The reaction was heated at 160 °C (oil bath temperature) for 1.5 h. After cooling to rt, flash chromatography of the crude reaction gave (4-trifluoromethyl-1H-benzoimidazol-2-yl)-acetic acid ethyl ester (1.14 g). MS found: (M + H)<sup>+</sup> = 273.0

15 (1d) A portion (200 mg) of the above derivative (1c) was dissolved in THF (2 mL) prior to the addition of a solution of LiOH·H<sub>2</sub>O (37 mg) in water (0.1 ml). A couple drops of MeOH were added until the solution became clear. After 2 h at rt, the reaction was concentrated and freeze-dried to provide (4-trifluoromethyl-1H-benzoimidazol-2-yl)-acetic acid lithium salt (175 mg). MS found: (M + H)<sup>+</sup> = 245.0

25 (1e) [2-(4-Methylsulfanyl-benzoylamino)-cyclohexyl]-carbamic acid tert-butyl ester (see Cherney, PCT WO 02060859) (500 mg) was dissolved in CH<sub>2</sub>Cl<sub>2</sub> (5 ml) and cooled to 0 °C prior to the addition of TFA (2.5 ml). 30 After the reaction was warmed to rt over 3h, it was concentrated and dried. A portion (116 mg) of this resulting residue was dissolved in DMF (1.5 ml) prior to the addition of DIEA (0.2 ml) and example (1d) (12 mg).

After cooling to 0 °C, BOP (136 mg) was added. The resulting mixture was warmed to rt and stirred overnight before being concentrated. EtOAc was added along with 1N HCl solution. The EtOAc layer was washed with NaHCO<sub>3</sub> solution (aq) and brine, dried (MgSO<sub>4</sub>), filtered, and concentrated. Reverse phase HPLC purification (gradient elution, water/acetonitrile/TFA) of the resulting residue provided the title compound (65 mg). MS found: (M + H)<sup>+</sup> = 491.2

10

**Example 2**

(±) (1S\*,2R\*)-4-Methylsulfanyl-N-[2-[2-(4-nitro-1H-benzoimidazol-2-yl)-acetylamino]-cyclohexyl]-benzamide

15 (2a) 3-Nitro-benzene-1,2-diamine (5.0 g) was dissolved in diethyl malonate. The reaction was heated at 160 °C oil bath for 48h. After cooling to rt, flash chromatography of the crude reaction gave (4-nitro-1H-benzoimidazol-2-yl)-acetic acid (4.50 g). MS found: (M + H)<sup>+</sup> = 250.0

20

(2b) A portion (500 mg) of the above derivative (2a) was dissolved in THF (6 ml) prior to the addition of a solution of LiOH·H<sub>2</sub>O (100 mg) in water (0.3 ml). A couple drops of MeOH were added until the solution became clear. 25 After 3h at rt, the reaction was concentrated and freeze-dried to provide (4-nitro-1H-benzoimidazol-2-yl)-acetic acid lithium salt (482 mg). <sup>1</sup>H NMR (DMSO, δ ppm, 300 mHz) 3.57 (s, 2H), 7.15 (t, 1H), 7.81 (d, 1H), 7.9 (d, 1H).

30 (2c) Derivative (2b) (50 mg) was incorporated into example (1e) to give the title compound (63 mg). MS found: (M + H)<sup>+</sup> = 468.3.

**Example 3**

(1S, 2R, 4R)- N-[2-(4-Bromo-benzenesulfonylmethyl)-4-(isopropyl-methyl-amino)-cyclohexyl]-2-(4-trifluoromethyl-1H-benzoimidazol-2-yl)-acetamide

(3a) 1,4-Cyclohexanedione mono-ethylene ketal (25 g) was dissolved in THF and cooled to -78 °C. 1.0 M Lithium bis(trimethylsilyl)amide (160 mL) in THF was added dropwise. After 30 min, ethyl cyanoformate (15.9 mL) was added dropwise. After 60 min, the solution was poured into EtOAc and water containing ice. The organic layer was washed with water and brine before it was dried and concentrated. This crude was filtered through a plug of silica to give the 8-oxo-1,4-dioxa-spiro[4.5]decane-7-carboxylic acid ethyl ester (32.4 g). MS found: (M + H)<sup>+</sup> = 228.9.

(3b) The above derivative (3a) (36.5 g) was dissolved in toluene (500 ml) prior to the addition of (S)-methylbenzyl amine (23 ml) and ytterbium (III) triflate (0.37 g). This mixture was stirred at reflux for 3 h. After cooling to rt overnight, the solvent was removed to a golden oil. This oil was dissolved in acetonitrile (420 ml) prior to the addition of acetic acid (100 ml) and  $\text{NaBH}(\text{OAc})_3$  (67.8 g). The mixture was stirred for 5 days at rt. The solvent was removed before being redissolved in  $\text{CH}_2\text{Cl}_2$ . After cooling in an ice bath, 1N  $\text{NaOH}$  was added ( $\text{pH} = 8$ ). The organic layer was washed with brine, dried, filtered, and concentrated. Flash chromatography of the resulting residue gave 8(S)-(1(S)-phenyl-ethylamino)-1,4-dioxa-spiro[4.5]decane-7(R)-carboxylic acid ethyl ester (26.2 g):  $^1\text{H}$  NMR ( $\text{CDCl}_3$ ,  $\delta$

ppm, 300 mHz) 1.31 (m, 6H), 1.46 (m, 1H), 1.6-1.84 (m, 4H), 2.1 (t, 1H), 2.85 (m, 1H), 3.16 (m, 1H), 3.76 (m, 1H), 3.93 (m, 4H), 4.19 (q, 2H), 7.2-7.4 (m, 5H).

5       (3c) The above derivative (3b) (16.3 g) was dissolved in Et<sub>2</sub>O (160 ml) and cooled to 0 °C. 1.0 M lithium aluminum hydride in THF (117.3 mL) was added dropwise. After the addition, the solution was stirred for 2 h at 0 °C. The reaction was quenched with water (4.4 mL) and then 1N 10 NaOH (17.6 mL). The solids were filtered off through a pad of celite. The filtrate was concentrated to an oil. This material was dissolved in MeOH (20 mL) prior to the addition of 20% Pd(OH)<sub>2</sub> (3 g). This solution was placed on a Parr apparatus at 50 psi. The solution was mixed 15 overnight. The palladium was filtered off and the solution was concentrated. The resulting oil was dissolved in THF (160 mL) and water (20 mL) prior to the addition of triethylamine (8.8 mL). After cooling to 0 °C, dibenzyl dicarbonate (18.2 g) was added. The solution 20 was warmed to rt and was stirred overnight. Ethyl acetate was added along with brine. The organic layer was washed with brine, dried, filtered, and concentrated. Flash chromatography of the resulting residue gave (7R,8S)-(7-hydroxymethyl-1,4-dioxa-spiro[4.5]dec-8-yl)- 25 carbamic acid benzyl ester (9.8 g). MS found: (M + H)<sup>+</sup> = 322.2.

30       (3d) A portion (100 mg) of the above derivative (3c) was dissolved in THF (10 mL) prior to the addition of tri-n-butylphosphine (0.86 mL). 4-Bromophenyl disulfide (233 mg) was added and the solution was stirred in a 75 °C oil bath. After 5 h, the reaction was cooled to rt and flash chromatography gave (7R,8S)-[7-(4-bromo-

phenylsulfanyl methyl)-1,4-dioxa-spiro[4.5]dec-8-yl]-carbamic acid benzyl ester (137 mg).  $^1\text{H}$  NMR ( $\text{CDCl}_3$ ,  $\delta$  ppm, 300 mHz) 1.39 (t, 1H), 1.5-1.9 (m, 9H), 2.05 (m, 1H), 2.73 (m, 1H), 3.0 (dd, 1H), 3.93 (m, 4H), 4.08 (m, 1H), 4.9 (br d, 1H), 5.1 (s, 2H), 7.17 (d, 2H), 7.36 (m, 7H).

10 (3e) A portion (2.5 g) of the above derivative (3d) was dissolved in  $\text{CH}_2\text{Cl}_2$  (100 ml) and cooled to 0 °C prior to the addition 65% *m*-CPBA (3.1 g). After 2 h, the solution was washed with saturated  $\text{NaHCO}_3$  solution, brine solution, dried, filtered, and concentrated. Flash chromatography of the resulting residue gave (7R, 8S)-[7-(4-bromo-benzenesulfonylmethyl)-1,4-dioxa-spiro[4.5]dec-8-yl]-carbamic acid benzyl ester (2.59 g). MS found: (M + H) $^+$  = 525.9.

20 (3f) The above derivative (3e) (2.6 g) was dissolved in  $\text{CH}_3\text{CN}$  (25 ml) prior to the addition of 1N HCl (25 ml). The resulting solution was heated in an oil bath at 60 °C for overnight. After cooling, the solution was concentrated. EtOAc and 10 %  $\text{NaHCO}_3$  were added. The organic layer was washed with brine, dried, filtered, and concentrated to give crude (7R, 8S)[2-(4-bromo-benzenesulfonylmethyl)-4-oxo-cyclohexyl]-carbamic acid benzyl ester (2.4 g).  $^1\text{H}$  NMR ( $\text{CDCl}_3$ ,  $\delta$  ppm, 300 mHz) 1.96 (m, 2H), 2.40 (m, 2H), 2.75-2.96 (m, 4H), 3.30 (m, 1H), 4.20 (m, 1H), 5.11 (m, 3H), 7.40 (m, 5H) 7.75 (m, 4H).

25 (3g) The above crude derivative (3f) (2.4 g) was dissolved in  $\text{Ti}(\text{O}i\text{Pr})_4$  (15 mL) prior to the addition of isopropylamine (2.1 ml). After 1.0 h, the reaction was cooled to 0 °C and MeOH (100 ml) was added slowly

followed by  $\text{NaBH}_4$  (567 mg). After 1 h at 0  $^{\circ}\text{C}$ , the reaction was quenched by the addition of 1N NaOH and filtered through celite. The filtrate was concentrated to a mixture of diastereomers. Flash chromatography of 5 the resulting mixture gave two diastereomers [(1S, 2R, 4R)-2-(4-bromo-benzenesulfonylmethyl)-4-isopropylamino-cyclohexyl]-carbamic acid benzyl ester (3ga) (1.96 g), MS found:  $(\text{M} + \text{H})^+ = 523.3$ ; and [(1S, 2R, 4S)-2-(4-bromo-benzenesulfonylmethyl)-4-isopropylamino-cyclohexyl]-carbamic acid benzyl ester (3gb) (300 mg). MS found:  $(\text{M} + \text{H})^+ = 523.3$ .

(3h) The above derivative (3ga) (1.96 g) was dissolved in MeOH (15 mL) prior to the addition of 37% formaldehyde in 15 water (1.41 mL). After 10 min,  $\text{NaBH}_3\text{CN}$  (708 mg) was added. After 2 h, the reaction was concentrated. EtOAc was added and the organic layer was washed with  $\text{H}_2\text{O}$ , brine, dried, filtered, and concentrated to give [(1S, 2R, 4R)-2-(4-Bromo-benzenesulfonylmethyl)-4-(isopropyl-methyl-amino)-cyclohexyl]-carbamic acid benzyl ester (1.9 g). MS found:  $(\text{M} + \text{H})^+ = 539.3$ .

(3i) A portion (940 mg) of the above derivative (3h) was dissolved in 30 wt.% hydrogen bromide solution in acetic acid (6.9 mL). The resulting solution was stirred for 1 hr and then cooled to 0  $^{\circ}\text{C}$ . Ether was added and solid was formed. The top liquid was decanted off. This process was repeated several times to give HBr salt (1S, 2R, 4R)- 2-(4-bromo-benzenesulfonylmethyl)-N4-isopropyl-N4-methyl-cyclohexane-1,4-diamine (1.0 g). MS found:  $(\text{M} + 2\text{H})^+ = 405.2$ .

(3j) A portion of the above derivative (3i) (44 mg) was dissolved in DMF (2 ml) prior to the addition of 4-methylmorpholine (42  $\mu$ l) and example (1d) (21.4 mg).

After cooling to 0 °C, BOP (52 mg) was added. The

5 resulting mixture was warmed to rt and stirred overnight. The reaction was concentrated. Water was added and the solution was extracted with EtOAc. The organic layer was washed with NaHCO<sub>3</sub> solution (aq), dried (MgSO<sub>4</sub>), filtered, and concentrated. Reverse phase HPLC purification (gradient elution, water/acetonitrile/TFA) of the resulting residue provided the title compound (25 mg).

10 MS found: (M + 2H)<sup>+</sup> = 631.3

#### Example 4

15 (1S, 2R, 4R)- N-[(2-(4-Bromo-benzenesulfonylmethyl)-4-(isopropyl-methyl-amino)-cyclohexyl]-2-(1-methyl-4-trifluoromethyl-1H-benzimidazol-2-yl)-acetamide

(4a) N-(2-Nitro-3-trifluoromethyl-phenyl)-acetamide

20 (Helvetica 1947, p.107) (2.0 g) was dissolved in DMF (15 ml) prior to the addition of K<sub>2</sub>CO<sub>3</sub> (2.07 g) and MeI (0.71 ml). After 2 h, the solution was concentrated and 1N HCl solution (aq) was added. The solution was extracted with EtOAc. The organic layer was washed with brine, dried, 25 filtered, and concentrated. Filtration through a plug of silica of the resulting residue gave N-methyl-N-(2-nitro-3-trifluoromethyl-phenyl)-acetamide. This material (2 g) was dissolved in EtOH prior to the addition of a solution of NaOH (2 g) in H<sub>2</sub>O (2 ml). The mixture was 30 heated to reflux for 2h, cooled to rt, and neutralized with 1N HCl, and extracted twice with EtOAc. The organic extracts were combined, washed with brine, dried (MgSO<sub>4</sub>), filtered, and concentrated in vacuo. The resulting

residue was dissolved in MeOH (50 ml) prior to the addition of 10% Pd/C (2.07 g). This solution was placed on a Parr apparatus under H<sub>2</sub> (50 psi) for 2h. The Pd/C was filtered off and the solution was concentrated. The 5 resulting residue was dissolved in diethyl malonate. The reaction was heated at 160 °C oil bath for 45min. After cooling to rt, flash chromatography of the crude reaction gave (1-methyl-4-trifluoromethyl-1H-benzoimidazol-2-yl)-acetic acid ethyl ester (1.05 g). A portion (200 mg) of 10 this material was dissolved in THF (17 ml) prior to the addition of a solution of LiOH (31 mg) in H<sub>2</sub>O (6 ml). MeOH (6 ml) was added. After 2h at rt, the reaction was concentrated and freeze-dried to provide (1-methyl-4-trifluoromethyl-1H-benzoimidazol-2-yl)-acetic acid 15 lithium salt (189 mg). MS found: (M + H)<sup>+</sup> = 259.2

(4b) A portion (13 mg) of the above derivative (4a) was dissolved in DMF (2 ml) prior to the addition of diisopropylethylamine (0.05 ml) and example (3i) (30 mg). 20 After cooling to 0 °C, BOP (23 mg) was added. The resulting mixture was warmed to rt and stirred overnight. The reaction was concentrated. Water was added and the solution was extracted with EtOAc. The EtOAc layer was washed with NaHCO<sub>3</sub> solution (aq), dried (MgSO<sub>4</sub>), filtered, 25 and concentrated. Reverse phase HPLC purification (gradient elution, water/acetonitrile/TFA) of the resulting residue provided the title compound (14 mg). MS found: (M + H)<sup>+</sup> = 643.3.

**Example 5**N-[(1S,2R,4R)-4-(Isopropyl-methyl-amino)-2-(toluene-4-sulfonylmethyl)-cyclohexyl]-2-(4-trifluoromethyl-1H-benzoimidazol-2-yl)-acetamide

5

(5a) [7-(4-Bromo-benzenesulfonylmethyl)-1,4-dioxa-spiro[4.5]dec-8-yl]-carbamic acid benzyl ester from example (3e) (1.0 g), was dissolved in DMF (10 ml) prior to the addition of  $PdCl_2(PPh_3)_2$  (54 mg) and  $Sn(Me)_4$  (0.32 ml), and a few crystals of 2,6-tert-butyl-4-methylphenol. The resulting solution was heated in an oil bath at 75 °C for 32 h. After cooling to rt, 10% ammonium hydroxide (aq) was added. The reaction was extracted with EtOAc twice. The combined organic layer was washed with brine, dried, filtered, and concentrated. Flash chromatography of the resulting residue gave (7R, 8S)-([7-(toluene-4-sulfonylmethyl)-1,4-dioxa-spiro[4.5]dec-8-yl]-carbamic acid benzyl ester (668 mg). MS found:  $(M + H)^+ = 460.3$ .

20

(5b) A portion of the above derivative (5a) (500 mg) was dissolved in acetone (33 mL) prior to the addition of 1N HCl (11 mL). The resulting solution was heated in an oil bath at 80 °C for 5h. After cooling, the solution was concentrated. EtOAc and 10 %  $NaHCO_3$  (aq) were added. The organic layer was washed with brine, dried, filtered, and concentrated. The resulting residue was dissolved in  $Ti(OiPr)_4$  (2.6 ml) prior to the addition of isopropylamine (2.6 ml). After 1.0 h, the reaction was cooled to 0 °C and MeOH (100 ml) was added slowly followed by  $NaBH_4$  (567 mg). After 1 h at 0 °C, the reaction was quenched by the addition of 1N NaOH and filtered through celite. The filtrate was concentrated

to a mixture of diastereomers. Flash chromatography of the resulting mixture gave desired isomer [(1S, 2R, 4R)-[4-isopropylamino-2-(toluene-4-sulfonylmethyl)-cyclohexyl]-carbamic acid benzyl ester (100 mg). MS  
5 found: (2M + H)<sup>+</sup> = 917.3

(5c) The above derivative (5b) (100 mg) was dissolved in MeOH (2 ml) prior to the addition of 37% formaldehyde in water (82  $\mu$ l). After 10 min, NaBH<sub>3</sub>CN (41 mg) was added. 10 After 2 h, the reaction was concentrated and EtOAc was added. The organic layer was washed with H<sub>2</sub>O, brine, dried, filtered, and concentrated to give [(1S, 2R, 4R)-[4-(isopropyl-methyl-amino)-2-(toluene-4-sulfonylmethyl)-cyclohexyl]-carbamic acid benzyl ester (80 mg). MS  
15 found: (M + H)<sup>+</sup> = 473.4

(5d) The above derivative (5c) (80 mg) was dissolved in MeOH (2 ml) prior to the addition of 10% Pd/C (60 mg). A hydrogen balloon was added and the mixture was stirred 20 for 1.5h. The Pd/C was filtered off and the solvent was concentrated to give (1S, 2R, 4R)-N4-isopropyl-N4-methyl-2-(toluene-4-sulfonylmethyl)-cyclohexane-1,4-diamine (50 mg).

25 (5e) A portion of the above derivative (5d) (23 mg) was dissolved in DMF (2 ml) prior to the addition of DIEA (59  $\mu$ l) and example (1d) (22 mg). After cooling to 0 °C, HATU (39 mg) was added. The resulting mixture was warmed to rt and stirred overnight. The reaction was concentrated. 30 Water was added and solution was extracted with EtOAc. The EtOAc layer was washed with NaHCO<sub>3</sub> solution (aq), dried (MgSO<sub>4</sub>), filtered, and concentrated. Reverse phase HPLC purification (gradient elution,

water/acetonitrile/TFA) of the resulting residue provided the title compound (3 mg). MS found:  $(M + 2H)^+ = 565.4$

5

### Example 6

(1S,2R,4R)-N-[2-(4-Ethyl-benzenesulfonylmethyl)-4-(isopropyl-methyl-amino)-cyclohexyl]-2-(4-trifluoromethyl-1H-benzoimidazol-2-yl)-acetamide

10 (6a) [7-(4-Bromo-benzenesulfonylmethyl)-1,4-dioxa-spiro[4.5]dec-8-yl]-carbamic acid benzyl ester from example (3e) (1.0 g), was dissolved in toluene (15 ml) prior to the addition of  $PdCl_2(PPh_3)_2$  (66 mg) and  $Sn(vinyl)Bu_3$  (0.61 ml), and a few crystals of 2,6-di-15 tert-butyl-4-methylphenol. The resulting solution was heated to reflux for 4h. After cooling, the solution was concentrated. Flash chromatography of the resulting residue gave (7R, 8S) [7-(4-vinyl-benzenesulfonylmethyl)-1,4-dioxa-spiro[4.5]dec-8-yl]-carbamic acid benzyl ester 20 (668 mg). MS found:  $(M + H)^+ = 460.3$ .

25 (6b) A portion of the above derivative (6a) (360 mg) was dissolved in acetone (30 mL) prior to the addition of 1N HCl (10 mL). The resulting solution was heated to reflux for 5h. After cooling, the solution was concentrated. EtOAc and 10 %  $NaHCO_3$  (aq) were added. The organic layer was washed with brine, dried, filtered, and concentrated. The resulting residue was dissolved in  $Ti(OiPr)_4$  (2.0 mL) prior to the addition of isopropylamine (0.3 mL). After 30 1.0 h, the reaction was cooled to 0 °C and MeOH (100 mL) was added slowly followed by  $NaBH_4$  (79 mg). After 1 h at 0 °C, the reaction was quenched by the addition of 1N NaOH and filtered through celite. The filtrate was

concentrated to a mixture of diastereomers. Flash chromatography of the resulting mixture gave the desired isomer [(1S, 2R, 4R)- [4-isopropylamino-2-(4-vinylbenzenesulfonylmethyl)-cyclohexyl]-carbamic acid benzyl ester (100 mg). MS found:  $(M + H)^+ = 471.4$

5 (6c) A portion of the above derivative (6b) (80 mg) was dissolved in dichloroethane (2 ml) prior to the addition of 37% formaldehyde in water (64  $\mu$ l). After 10 min, 10  $NaBH(OAc)_3$  (108 mg) was added. After 2 h, the reaction was concentrated and  $EtOAc$  was added. The organic layer was washed with  $H_2O$ , brine, dried, filtered, and concentrated to give [(1S, 2R, 4R)- [4-(isopropyl-methylamino)-2-(4-vinyl-benzenesulfonylmethyl)-cyclohexyl]-carbamic acid benzyl ester (54 mg). MS found:  $(M + H)^+ = 485.4$

15 (6d) The above derivative (6c) (50 mg) was dissolved in MeOH (2 ml) prior to the addition of 5%  $Pd/BaSO_4$  (50 mg). 20 A hydrogen balloon was added and the mixture was stirred for 2h. The  $Pd/BaSO_4$  was filtered off and the solvent was concentrated to give (1S, 2R, 4R)- 2-(4-ethylbenzenesulfonylmethyl)-N4-isopropyl-N4-methylcyclohexane-1,4-diamine (37 mg). MS found:  $(M + H)^+ = 353.4$

25 (6e) A portion of the above derivative (6d) (20 mg) was dissolved in DMF (1.5 ml) prior to the addition of 4-methylmorpholine (50  $\mu$ l) and example (1d) (14 mg). After 30 cooling to 0 °C, BOP (38 mg) was added. The resulting mixture was warmed to rt and stirred overnight. The reaction was concentrated. Water was added and the solution was extracted with  $EtOAc$  twice. The combined

EtOAc layer was washed with NaHCO<sub>3</sub> solution (aq), dried (MgSO<sub>4</sub>), filtered, and concentrated. Reverse phase HPLC purification (gradient elution, water/acetonitrile/TFA) of the resulting residue provided the title compound (10 mg). MS found: (M + H)<sup>+</sup> = 579.5

#### Example 7

(1S,2R,4R)-N-[4-(isopropyl-methyl-amino)-2-(4-propyl-benzenesulfonylmethyl)-cyclohexyl]-2-(4-trifluoromethyl-1H-benzoimidazol-2-yl)-acetamide

(7a) (1S,2R,4R)-N-[2-(4-Bromo-benzenesulfonylmethyl)-4-(isopropyl-methyl-amino)-cyclohexyl]-2-(4-trifluoromethyl-1H-benzoimidazol-2-yl)-acetamide, Example 3, was dissolved in THF (1 ml) prior to the addition of propyl zinc bromide (0.32 ml), Pd(PPh<sub>3</sub>)<sub>4</sub> (3 mg). The mixture was stirred under microwave conditions (150 °C) for 5 min. After cooling, the crude reaction was filtered and the filtrate was concentrated. Reverse phase HPLC purification (gradient elution, water/acetonitrile/TFA) of the resulting residue provided the two fractions, one of which contained the title compound (8 mg). MS found: (M + H)<sup>+</sup> = 594.5

25

#### Example 8

(1S,2R,4R)-N-[2-benzenesulfonylmethyl-4-(isopropyl-methyl-amino)-cyclohexyl]-2-(4-trifluoromethyl-1H-benzoimidazol-2-yl)-acetamide

30

(8a) The title compound (4 mg) was isolated from a separate fraction of the reverse-phase HPLC purification

described in procedure (7a) above. MS found:  $(M + H)^+ = 551.3$

### Example 9

5     (1S,2R,4R)-N-[2-(4-tert-Butyl-benzenesulfonylmethyl)-4-  
      (isopropyl-methyl-amino)-cyclohexyl]-2-(4-  
      trifluoromethyl-1H-benzoimidazol-2-yl)-acetamide

10    (9a) tert-Butylzinc bromide (0.4 ml) was incorporated  
      into Example 7 to give the title compound (5 mg). MS  
      found:  $(M + H)^+ = 607.3$

### Example 10

15    (1S,2R,4R)-N-[2-(4-Isobutyl-benzenesulfonylmethyl)-4-  
      (isopropyl-methyl-amino)-cyclohexyl]-2-(4-  
      trifluoromethyl-1H-benzoimidazol-2-yl)-acetamide

20    (10a) Isobutylzinc bromide (0.5 ml) was incorporated into  
      Example 7 to give the title compound (6 mg). MS found:  
       $(M + H)^+ = 607.5$

### Example 11

25    (1S,2R,4R)-N-[2-(4-Cyclopentyl-benzenesulfonylmethyl)-4-  
      (isopropyl-methyl-amino)-cyclohexyl]-2-(4-  
      trifluoromethyl-1H-benzoimidazol-2-yl)-acetamide

(11a) Cyclopentylzinc bromide (0.5 ml) was incorporated  
      into Example 7 to give the title compound (6 mg). MS  
      found:  $(M + H)^+ = 619.4$

**Example 12**

(1S,2R,4R)-N-[4-(Isopropyl-methyl-amino)-2-(4-thiophen-2-yl-benzenesulfonylmethyl)-cyclohexyl]-2-(4-trifluoromethyl-1H-benzoimidazol-2-yl)-acetamide

5

(12a) 2-Thienylzinc bromide (0.5 ml) was incorporated into Example 7 to give the title compound (10 mg). MS found:  $(M + H)^+ = 633.3$

10

**Example 13**

(1S,2R,4R)-N-[2-(4-Benzyl-benzenesulfonylmethyl)-4-(isopropyl-methyl-amino)-cyclohexyl]-2-(4-trifluoromethyl-1H-benzoimidazol-2-yl)-acetamide

15

(13a) Benzylzinc bromide (0.5 ml) was incorporated into Example 7 to give the title compound (10 mg). MS found:  $(M + H)^+ = 641.4$

20

**Example 14**

(1S,2R,4R)-N-[4-(Isopropyl-methyl-amino)-2-[4-(3-methylbutyl)-benzenesulfonylmethyl]-cyclohexyl]-2-(4-trifluoromethyl-1H-benzoimidazol-2-yl)-acetamide

25

(14a) 3-Methylbutylzinc bromide (0.5 ml) was incorporated into Example 7 to give the title compound (7 mg). MS found:  $(M + H)^+ = 621.4$

**Example 15**

(1S,2R,4R)-N-[2-(4-Cyano-benzenesulfonylmethyl)-4-(isopropyl-methyl-amino)-cyclohexyl]-2-(4-trifluoromethyl-1H-benzoimidazol-2-yl)-acetamide

5

(15a) (1S,2R,4R)-N-[2-(4-Bromo-benzenesulfonylmethyl)-4-(isopropyl-methyl-amino)-cyclohexyl]-2-(4-trifluoromethyl-1H-benzoimidazol-2-yl)-acetamide, Example 3, (30 mg) was dissolved in DMA (1 ml) prior to the 10 addition of Zn(CN)<sub>2</sub> (34 mg), Pd<sub>2</sub>(dba)<sub>3</sub> (10 mg), dppf (11 mg) and Zn powder (4 mg). The resulting solution was heated at 105 °C oil bath for over night. After cooling, the solution was concentrated. EtOAc and 10 % ammonium hydroxide (aq) were added. The organic layer was dried, 15 filtered, and concentrated. Reverse phase HPLC purification (gradient elution, water/acetonitrile/TFA) of the resulting residue provided the title compound (8 mg). MS found: (M+ H)<sup>+</sup> = 576.5.

20

**Example 16**

(1S,2R,4R)-N-[2-(4-Acetyl-benzenesulfonylmethyl)-4-(isopropyl-methyl-amino)-cyclohexyl]-2-(4-trifluoromethyl-1H-benzoimidazol-2-yl)-acetamide

25

(16a) (1S,2R,4R)- (N-[2-(4-Bromo-benzenesulfonylmethyl)-4-(isopropyl-methyl-amino)-cyclohexyl]-2-(4-trifluoromethyl-1H-benzoimidazol-2-yl)-acetamide, Example 3, (50 mg) was dissolved in toluene (1 ml) prior to the 30 addition of 1-ethoxyvinyltri-n-butylin (0.5 ml), Pd(PPh<sub>3</sub>)<sub>4</sub> (20 mg) and a few crystals of 2,6-tert-butyl-4-methyl phenol. The resulting solution was heated to reflux overnight. After cooling, the palladium catalyst was filtered off and the solution was concentrated. The

residue was dissolved in dioxane (1 ml) prior to the addition of 1N HCl. The resulting solution was stirred at rt for 2h. The solution was concentrated. Reverse phase HPLC purification (gradient elution, 5 water/acetonitrile/TFA) of the resulting residue provided the title compound (8 mg). MS found:  $(M+ H)^+ = 593.5$ .

#### Example 17

10 (1S,2R,4R)- 4-{5-(Isopropyl-methyl-amino)-2-[2-(4-trifluoromethyl-1H-benzoimidazol-2-yl)-acetylamino]-cyclohexylmethanesulfonyl}-benzoic acid methyl ester

15 (17a) (1S,2R,4R)- (N-[2-(4-Bromo-benzenesulfonylmethyl)-4-(isopropyl-methyl-amino)-cyclohexyl]-2-(4-trifluoromethyl-1H-benzoimidazol-2-yl)-acetamide, Example 3, (30 mg) was dissolved in MeOH (1 ml), DMF (0.75 ml) and Et<sub>3</sub>N (0.75 ml) prior to the addition of Pd(PPh<sub>3</sub>)<sub>2</sub>Cl<sub>2</sub> (10 mg). The resulting solution was heated at 60 °C oil bath under CO balloon overnight. After cooling, 1N HCl was 20 added. This material was passed through a pad of celite and concentrated. Reverse phase HPLC purification (gradient elution, water/acetonitrile/TFA) of the resulting residue provided the title compound (8 mg). MS found:  $(M+ H)^+ = 609.5$ .

25

#### Example 18

30 (1S,2R,4R)- 4-{5-(Isopropyl-methyl-amino)-2-[2-(4-trifluoromethyl-1H-benzoimidazol-2-yl)-acetylamino]-cyclohexylmethanesulfonyl}-benzoic acid

(18a) Example 17 (20 mg) was dissolved in THF (1 ml) prior to the addition of LiOH in water (1 ml) and several drops of MeOH. The mixture was stirred at rt for 5h. The solution was concentrated. Reverse phase HPLC

purification (gradient elution, water/acetonitrile/TFA) of the resulting residue provided the title compound. MS found:  $(M + CF_3COO^-) = 707.3$

5

**Example 19**

$(\pm)(1S^*, 2R^*, 4R^*)-N-[4-(Isopropyl-methyl-amino)-2-(4-methylsulfonyl-benzenesulfonylmethyl)-cyclohexyl]-2-(4-trifluoromethyl-1H-benzimidazol-2-yl)-acetamide$

10 (19a) 1-Methanesulfonyl-4-methylsulfonyl-benzene (3.4 g) was dissolved in THF (40 mL) and cooled to  $-78^\circ C$  prior to the addition of 1.6 M nBuLi (10.4 mL). After 0.5 h,  $BF_3 \cdot Et_2O$  (2.1 mL) was added followed by *cis*( $\pm$ )-4-(benzyloxy)-1,2-epoxycyclohexane (2.3 g) (Chini et al. *J. Org. Chem.* 1990, 55, 4265) in THF (20 mL). After an addition 1 h at  $-78^\circ C$ , the solution was warmed to  $0^\circ C$ . After 2 h, the solution was cooled to  $-78^\circ C$  and 1N HCl solution (aq) was added. The solution was warmed to rt and EtOAc was added. The organic layer was washed with brine, dried, filtered, and concentrated. Flash chromatography of the resulting residue gave  $(\pm)(1R^*, 2R^*, 4S^*)-4\text{-benzyloxy-2-(4-methylsulfonyl-benzenesulfonylmethyl)-cyclohexanol}$  (2.9 g) as the major product. MS found:  $(M + H)^+ = 407.1$ .

25 (19b) A portion of the above material (1.9 g) was dissolved in  $CH_2Cl_2$  (15 mL) and cooled to  $0^\circ C$  prior to the addition of  $Et_3N$  (2 mL) and methanesulfonyl chloride (0.55 mL). After 1 h, the  $CH_2Cl_2$  was removed and EtOAc was added. This was washed with 1N HCl, saturated  $NaHCO_3$ , and brine. The organic layer was dried, filtered, and concentrated. This solid was dissolved in DMSO (20 mL) prior to the addition of  $NaN_3$  (2.35 g).

This was heated at 80 °C for 18 h. After cooling to 0 °C, water was added and it was extracted with EtOAc. The organic layer was washed with brine, dried, filtered, and concentrated. Flash chromatography of the resulting residue gave ( $\pm$ ) (1S\*, 2R\*, 4S\*)-4-benzyloxy-2-(4-methylsulfanyl-benzenesulfonylmethyl)-azidocyclohexane (1.4 g). MS found: (M - N<sub>3</sub>)<sup>+</sup> = 388.5.

(19c) A portion of the above material (1.3 g) was dissolved in CH<sub>2</sub>Cl<sub>2</sub> (15 mL) and cooled to -78 °C prior to the addition of 1.0M BCl<sub>3</sub> (3.9 mL) in CH<sub>2</sub>Cl<sub>2</sub>. The reaction was stirred at 0 °C for 2 h. After cooling to -78 °C, MeOH (8 mL) was added. The reaction was warmed to 0 °C and then rt. The resulting solution was extracted with CH<sub>2</sub>Cl<sub>2</sub>. The organic layer was washed with saturated NaHCO<sub>3</sub> solution (aq), brine, dried, filtered, and concentrated. Flash chromatography of the resulting residue gave ( $\pm$ ) (1S\*, 2R\*, 4S\*)-4-hydroxy-2-(4-methylsulfanyl-benzenesulfonylmethyl)-azidocyclohexane (1.1 g). MS found: (M - HN<sub>3</sub>)<sup>+</sup> = 298.1.

(19d) The above material (1.1 g) was dissolved in MeOH (10 mL) prior to the addition of 5% Pd/BaSO<sub>4</sub> (800 mg). A hydrogen balloon was added and the solution was stirred for 4.0 h. The palladium was filtered off and the solution was concentrated to ( $\pm$ ) (1S\*, 2R\*, 4S\*)-4-hydroxy-2-(4-methylsulfanyl-benzenesulfonylmethyl)-cyclohexylamine: MS found: (M + H)<sup>+</sup> = 316.2. The resulting residue was dissolved in THF (10 mL) and water (2 mL) prior to the addition of Et<sub>3</sub>N (0.88 mL). This was cooled to 0 °C and Boc<sub>2</sub>O (761 mg) was added. The reaction was warmed to rt and was stirred overnight. The

reaction was quenched with water and EtOAc. The EtOAc layer was washed with 1 N HCl solution, NaHCO<sub>3</sub> solution, and brine. The organic layer was dried, filtered, and concentrated (1.44 g). This material (1.44 g) was 5 dissolved in CH<sub>2</sub>Cl<sub>2</sub> (15 mL) and cooled to 0 °C prior to the addition of Et<sub>3</sub>N (1.3 mL) and methanesulfonyl chloride (0.37 mL). After 1 h, the CH<sub>2</sub>Cl<sub>2</sub> was removed and EtOAc was added. This was washed with 1N HCl, saturated NaHCO<sub>3</sub>, and brine. The organic layer was 10 dried, filtered, and concentrated. This solid was dissolved in DMSO (10 mL) prior to the addition of NaN<sub>3</sub> (1.03 g). This was heated at 80 °C for 18 h. After cooling to 0 °C, water was added and it was extracted with EtOAc. The organic layer was washed with brine, 15 dried, filtered, and concentrated. Flash chromatography of the resulting residue gave (±)(1S\*,2R\*,4R\*)-[4-azido-2-(4-methylsulfanyl-benzenesulfonylmethyl)-cyclohexyl]-carbamic acid tert-butyl ester (1.2 g). MS found: (M + Na + CH<sub>3</sub>CN)<sup>+</sup> = 504.3.

20  
(19e) A portion (320 mg) of the above derivative (19c) was dissolved in MeOH (2 ml) prior to the addition of 5% Pd/BaSO<sub>4</sub> (250 mg). A hydrogen balloon was added and the solution was stirred for 2h. The palladium was filtered 25 off and the solution was concentrated to give [4-amino-2-(4-methylsulfanyl-benzenesulfonylmethyl)-cyclohexyl]-carbamic acid tert-butyl ester. The resulting residue was dissolved in dichloroethane (5 ml) and HOAc (0.2 ml) prior to the addition of acetone (0.1 ml) and NaBH(OAc)<sub>3</sub> 30 (462 mg). After 3h, the solution was concentrated. The resulting residue was dissolved in EtOAc and washed with saturated NaHCO<sub>3</sub>. The organic layer was dried, filtered,

and concentrated to give [4-isopropylamino-2-(4-methylsulfanyl-benzenesulfonylmethyl)-cyclohexyl]-carbamic acid tert-butyl ester (400 mg). MS found: (M + H)<sup>+</sup> = 457.4

5

(19f) The above derivative (19e) (400 mg) was dissolved in MeOH (2 ml) prior to the addition of 37% formaldehyde in water (0.11 ml). After 10 min, NaBH<sub>3</sub>CN (137 mg) was added. After 3h, MeOH was removed and water was added.

10 The solution was extracted with EtOAc. The organic layer was dried, filtered, and concentrated. Flash chromatography of the resulting residue gave [4-(isopropyl-methyl-amino)-2-(4-methylsulfanyl-benzenesulfonylmethyl)-cyclohexyl]-carbamic acid tert-butyl ester (260 mg). MS found: (M + H)<sup>+</sup> = 471.3

15 (19g) The above derivative (19f) (260 mg) was dissolved in CH<sub>2</sub>Cl<sub>2</sub> (5 ml) and cooled to 0 °C prior to the addition of TFA (2.5 ml). After the reaction was warmed to rt over 3h, it was concentrated and dried. A portion (22 mg) of this resulting residue was dissolved in DMF (2 ml) prior to the addition of 4-methylmorpholine (30 µl) and example (1d) (12 mg). After cooling to 0 °C, BOP (30 mg) was added. The resulting mixture was warmed to rt and stirred overnight before being concentrated. Reverse phase HPLC purification (gradient elution, water/acetonitrile/TFA) of the resulting residue provided the title compound (8 mg). MS found: (M + H)<sup>+</sup> = 597.3.

## Example 20

(±) (1S\*,2R\*,4R\*)-N-[4-(Isopropyl-methyl-amino)-2-(4-methylsulfanyl-benzenesulfonylmethyl)-cyclohexyl]-2-(5-trifluoromethyl-1H-benzoimidazol-2-yl)-acetamide

5

(20a) (2-Amino-4-trifluoromethyl-phenyl)-carbamic acid tert-butyl ester (570 mg) was dissolved in  $\text{CH}_2\text{Cl}_2$  (15 ml) and DMF (5 ml) prior to the addition of DIEA (2.3 ml) and malonic acid monobenzyl ester (400 mg). After cooling to 10  $0^\circ\text{C}$ , HATU (940 mg) was added. The resulting mixture was warmed to rt and stirred overnight before being concentrated. Flash chromatography of the resulting residue gave N-(2-tert-butoxycarbonylamino-5-trifluoromethyl-phenyl)-malonamic acid benzyl ester (570 15 mg), MS found:  $(M - H)^- = 451.2$ .

(20b) The above derivative (20a) (860 mg) was dissolved in THF (9.5 ml) prior to the addition of HOAc (28.5 ml). The resulting solution was heated in an oil bath at  $65^\circ\text{C}$  20 for 3h. After cooling, the solution was concentrated. Flash chromatography of the resulting residue gave (5-trifluoromethyl-1H-benzoimidazol-2-yl)-acetic acid benzyl ester (343.3 mg). MS found:  $(M + H)^+ = 335.2$ .

25 (20c) A portion (142 mg) of the above derivative (20b) was dissolved in THF (1 ml) prior to the addition of a solution of LiOH (10 mg) in  $\text{H}_2\text{O}$  (1 ml) and several drops of MeOH. After stirring at rt for 0.5h, the reaction was concentrated. The resulting residue was dissolved in 30 water and this was extracted with EtOAc to remove BnOH. The water layer was freeze-dried to give (5-trifluoromethyl-1H-benzoimidazol-2-yl)-acetic acid

lithium salt.  $^1\text{H}$  NMR ( $\text{CD}_3\text{OD}$ ,  $\delta$  ppm, 300 mHz) 3.3 (s, 2H), 7.43 (d, 1H), 7.61 (d, 1H), 7.79 (s, 1H).

(20d) ( $\pm$ ) (1S\*,2R\*,4R\*)-N4-Isopropyl-N4-methyl-2-(4-methylsulfanyl-benzenesulfonylmethyl)-cyclohexane-1,4-diamine TFA salt, from example (19g), (34 mg) was dissolved in DMF (2 ml) prior to the addition of DIEA (61  $\mu\text{l}$ ) and example (20c) (19 mg). After cooling to 0 °C, HATU (53 mg) was added. The resulting mixture was warmed to rt and stirred overnight before being concentrated. Reverse phase HPLC purification (gradient elution, water/acetonitrile/TFA) of the resulting residue provided the title compound (15 mg). MS found:  $(\text{M} + \text{H})^+ = 597.3$

15

### Example 21

( $\pm$ ) (1S\*,2R\*)- N-[2-(4-Methylsulfanyl-benzoylamino)-cyclohexyl]-N'-(3-trifluoromethyl-phenyl)-malonamide

(21a) mono-Benzyl malonate (10 g) was dissolved in THF (100 ml), 4-methylmorpholine and cooled to -22 °C prior to the slow addition of diphenyl chlorophosphate (14 ml) and 3-trifluoromethyl-phenylamine (19 ml). After the reaction was warmed to rt overnight, it was heated to gently reflux for 0.5h. After the reaction was cooled to rt, the solid was filtered off. The filtrate was concentrated. EtOAc was added along with 1N HCl solution. The organic layer was washed with  $\text{NaHCO}_3$  solution (aq) and brine, dried ( $\text{MgSO}_4$ ), filtered, and concentrated. Flash chromatography of the resulting residue gave N-(3-trifluoromethyl-phenyl)-malonamic acid benzyl ester (8.0 g):  $^1\text{H}$  NMR ( $\text{CDCl}_3$ ,  $\delta$  ppm, 300 mHz) 3.56 (s, 2H), 5.26 (s, 2H), 7.40 (m, 7H), 7.75 (d, 1H), 7.83 (s, 1H), 9.43 (s, br, 1H).

(21b) A portion (6 g) of the above derivative (21a) was dissolved in MeOH (50 ml) prior to the addition of 10% Pd/C (4 g). A hydrogen balloon was added and the 5 solution was stirred overnight. The palladium was filtered off and the solution was concentrated. Flash chromatography of the resulting residue gave N-(3-trifluoromethyl-phenyl)-malonamic acid (1.75 g). MS found: (2M - H)<sup>-</sup> = 493.3.

10

(21c) Derivative (21b) (65 mg) was incorporated into example (1e), to give the title compound (80 mg). MS found: (M + H)<sup>+</sup> = 494.3.

15

### Example 22

( $\pm$ ) ( $1S^*, 2R^*, 4R^*$ ) - N-[4-(Isopropyl-methyl-amino)-2-(4-methylsulfanyl-benzenesulfonylmethyl)-cyclohexyl]-2-(7-trifluoromethyl-benzoazol-2-yl)-acetamide

20

(22a) 2-Nitro-6-trifluoromethyl-phenol (1.8 g) (J. Org. Chem. 1962, 27, 4660-4662) was dissolved in MeOH (20 ml) prior to the addition of 10% Pd/C (1.0 g). The reaction was placed on a Parr apparatus under hydrogen at 60 psi for 4h. The palladium was filtered off and the solution 25 was concentrated to give 2-amino-6-trifluoromethyl-phenol (1.1 g): <sup>1</sup>H NMR (CD<sub>3</sub>OD,  $\delta$  ppm, 300 MHz) 6.78 (m, 2H), 6.90 (d, 1H).

30

(22b) A portion (200 mg) of the above derivative (22a) was dissolved in p-xylene prior to the addition of diethyl malonate (0.9 ml) and p-toluenesulfonic acid (22 mg). The reaction was heated to reflux with azeotropic removal of the water. After cooling to rt, the solution was concentrated. Flash chromatography of the resulting

residue gave (7-trifluoromethyl-benzoxazol-2-yl)-acetic acid ethyl ester (130 mg).  $^1\text{H}$  NMR ( $\text{CDCl}_3$ ,  $\delta$  ppm, 300 MHz) 1.30 (t, 3H), 4.09 (s, 2H), 4.25 (q, 2H), 7.41 (t, 1H), 7.60 (d, 2H), 7.90 (d, 1H).

5

(22c) The above derivative (22b) (130 mg) was dissolved in THF (1 ml) prior to the addition of a solution of LiOH in water (1 ml). A couple drops of MeOH were added until the solution became clear. After 2h at rt, the reaction 10 was partially concentrated and 1N HCl was added to neutralize the reaction. This was exacted with EtOAc. The organic layer was dried, filtered and concentrated to provide (7-trifluoromethyl-benzoxazol-2-yl)-acetic acid (85 mg).  $^1\text{H}$  NMR ( $\text{CD}_3\text{OD}$ ,  $\delta$  ppm, 300 MHz) 4.13 (s, 2H), 7.54 15 (t, 1H), 7.70 (d, 2H), 7.95 (d, 1H).

(22d) ( $\pm$ ) (1S\*,2R\*,4R\*)-N4-Isopropyl-N4-methyl-2-(4-methylsulfanyl-benzenesulfonylmethyl)-cyclohexane-1,4-diamine TFA salt, from example (19g), (65 mg) was 20 dissolved in DMF (2 ml) prior to the addition of 4-methylmorpholine (74  $\mu\text{l}$ ) and example (22c) (39 mg). After cooling to 0 °C, BOP reagent (77 mg) was added. The resulting mixture was warmed to rt and stirred overnight before being concentrated. Reverse phase HPLC 25 purification (gradient elution, water/acetonitrile/TFA) of the resulting residue provided the title compound (28 mg). MS found:  $(\text{M} + \text{H})^+ = 598.5$

## Example 23

(±) (1R\*,2R\*)- N-[4-(4-Methylsulfanyl-  
benzenesulfonylmethyl)-tetrahydro-pyran-3-yl]-2-(4-  
trifluoromethyl-1H-benzoimidazol-2-yl)-acetamide

5

(23a) 1-Methanesulfonyl-4-methylsulfanyl-benzene (4.3 g) was dissolved in THF (40 ml) and cooled to -78 °C prior to the slow addition of 1.6 M n-BuLi in hexane (13.4 ml). After 0.5 h,  $\text{BF}_3 \cdot \text{Et}_2\text{O}$  (2.7 ml) was added followed by 3,4-10 epoxytetrahydropyran (2.2 g) (Berti et al. *Tetrahedron* 1974, 30, 4013) (2.3 g) in THF (20 ml). After an addition 1 h at -78 °C, the solution was warmed to 0 °C. After 2 h, the solution was cooled to -78 °C and 1N HCl solution (aq) was added. The solution was warmed to rt 15 and EtOAc was added. The organic layer was washed with brine, dried, filtered, and concentrated. Flash chromatography of the resulting residue gave (3S\*,4R\*)-4-(4-methylsulfanyl-benzenesulfonylmethyl)-tetrahydro-pyran-3-ol (1.3 g) as the major product. MS found: (M + 20 H)<sup>+</sup> = 303.0.

(23b) The above derivative (23a) (1.3 g) was dissolved in  $\text{CH}_2\text{Cl}_2$  (15 ml) and cooled to 0 °C prior to the addition of  $\text{Et}_3\text{N}$  (1.7 ml) and methanesulfonyl chloride (0.5 ml). After 1.5 h, the  $\text{CH}_2\text{Cl}_2$  was removed and EtOAc was added. This was washed with 1N HCl, saturated  $\text{NaHCO}_3$ , and brine. The organic layer was dried, filtered, and concentrated. This solid was dissolved in DMSO (10 ml) prior to the addition of  $\text{NaN}_3$  (1.3 g). This was heated at 85 °C for 30 18 h. After cooling to 0 °C, water was added and it was extracted with EtOAc. The organic layer was washed with brine, dried, filtered, and concentrated. Flash chromatography of the resulting residue gave (3R\*,4R\*)-3-

azido-4-(4-methylsulfanyl-benzenesulfonylmethyl)-tetrahydro-pyran (0.93 g). MS found:  $(M + H)^+ = 328.0$ .

(23c) The above derivative (23d) (0.9 g) was dissolved in 5 MeOH (10 ml) prior to the addition of 5% Pd/BaSO<sub>4</sub> (800 mg). A hydrogen balloon was added and the solution was stirred for 1.5h. The palladium was filtered off and the solution was concentrated to (3R\*,4R\*)-4-(4-methylsulfanyl-benzenesulfonylmethyl)-tetrahydro-pyran-3-ylamine (750 mg) as a major product. MS found:  $(M - H)^- = 300.5$

(23d) A portion (66 mg) of the above derivative (23c) was dissolved in DMF (1.1 ml) prior to the addition of DIEA (0.14 ml) and example (1d) (50 mg). After cooling to 0 °C, BOP reagent (97 mg) was added. The resulting mixture was warmed to rt and stirred overnight before being concentrated. 1N HCl was added. This was exacted with EtOAc. The organic layer was washed with NaHCO<sub>3</sub>(aq), dried, filtered and concentrated. Reverse phase HPLC purification (gradient elution, water/acetonitrile/TFA) of the resulting residue provided the title compound (53 mg). MS found:  $(M + H)^+ = 528.1$ .

25

#### Example 24

(±) (1R\*,2R\*)- N-[4-(4-Methylsulfanyl-benzenesulfonylmethyl)-tetrahydro-pyran-3-yl]-2-(4-nitro-1H-benzoimidazol-2-yl)-acetamide

30 (24a) (4-Nitro-1H-benzoimidazol-2-yl)-acetic acid lithium salt (2b) (50 mg) was incorporated into example (23d) for example (1d) to give the title compound (58 mg). MS found:  $(M + H)^+ = 505.1$ .

**Example 25**

(±)-N-((1S\*,2R\*,4R\*)-4-(isopropyl(methyl)amino)-2-(phenylsulfonylmethyl)cyclohexyl)-2-(naphthalen-2-yl)acetamide TFA Salt

(25a) Methyl phenyl sulfone was incorporated into Example 19 (step 19a for 1-methanesulfonyl-4-methylsulfanyl-benzene) and was taken through step 19f to produce  
 10 ( $\pm$ ) tert-butyl (1*S*<sup>\*,</sup>2*R*<sup>\*,</sup>4*R*<sup>\*</sup>)-4-(isopropyl(methyl)amino)-2-(phenylsulfonylmethyl)cyclohexylcarbamate. LCMS found:  
 $(M + H)^+ = 425.3.$

(25b) The above derivative (25a) (650 mg) was dissolved in  $\text{CH}_2\text{Cl}_2$  (4 ml) and cooled to 0 °C prior to the addition of TFA (6 ml). After the reaction was warmed to rt over 1h, it was concentrated and dried to (1R\*,3R\*,4S\*)-N1-isopropyl-N1-methyl-3-(phenylsulfonylmethyl)cyclohexane-1,4-diamine [LCMS found:  $(M + H)^+ = 325.3$ ]. A portion (60 mg) of this was dissolved in DMF (1.5 ml) prior to the addition of diisopropylethylamine (60  $\mu\text{l}$ ) and 2-naphthylacetic acid (24.2 mg). After cooling to 0 °C, BOP (58 mg) was added. The resulting mixture was warmed to rt and stirred overnight before EtOAc was added. The EtOAc was washed with 20%  $\text{Na}_2\text{CO}_3$  solution and then concentrated. Reverse phase HPLC purification (gradient elution, water/acetonitrile/TFA) of the resulting residue provided the title compound (20 mg). LCMS found:  $(M + H)^+ = 493.2$ .

**Example 26**

(±) N-((1S\*,2R\*,4R\*)-4-(isopropyl(methyl)amino)-2-(phenylsulfonylmethyl)cyclohexyl)-2-(5-(trifluoromethoxy)-1H-indol-2-yl)acetamide, TFA salt.

5

(26a). Preparation of tert-butyl 4-(trifluoromethoxy)phenylcarbamate.

A mechanically stirred solution of 4-(trifluoromethoxy)phenyl isocyanate (10.54 g, 51.9 mmol)

10 in THF (200 mL) at 0° C was treated with the dropwise addition of 1.0 M potassium tert-butoxide solution in THF (55 mL, 55 mmol). The solution was allowed to come to room temperature, and stirred overnight. The mixture was diluted with diethyl ether (300 mL), washed successively 15 with saturated ammonium chloride solution (2 x 100 mL), water (100 mL), and brine (100 mL), dried over sodium sulfate, and concentrated in-vacuo. The residue was combined with material from a previous reaction (5.4 g scale), and purified over silica gel, eluting with 10% - 20 20% - 50% ethyl acetate/hexanes to yield 20.0 g of an off-white solid as product. <sup>1</sup>H NMR (400 MHz, DMSO) δ ppm 1.48 (s, 9 H) 7.26 (d, J=8.35 Hz, 2 H) 7.54 (d, J=8.79 Hz, 2 H) 9.56 (s, 1 H).

25 (26b). Preparation of tert-butyl 2-formyl-4-(trifluoromethoxy)phenylcarbamate.

A magnetically stirred solution of tert-butyl 4-(trifluoromethoxy)phenylcarbamate (19.95 g, 72 mmol) and TMEDA (16.7 g, 144 mmol) in THF (300 mL) at -78° C was 30 treated with the dropwise addition of a 1.4M solution of sec-butyllithium in cyclohexane (170 mL, 237 mmol), at a rate which maintained the internal temperature below -60° C. The mixture was stirred for 1 h at -78° C, then

allowed to warm to -50° C and stirred an additional 30 min. The solution was returned to -78° C, treated with the dropwise addition of N,N-dimethylformamide, at a rate which maintained the internal temperature below -60° C.

5 The reaction was stirred at -78° C for 30 min, allowed to warm to -20° C, then quenched with the addition of saturated ammonium chloride solution (200 mL). The mixture was transferred to a 1 L separatory funnel, diluted with diethyl ether (400 mL), and the layers were

10 separated. The organic phase was washed successively with saturated ammonium chloride solution (100 mL), water (100 mL), and brine (100 mL), dried over sodium sulfate, and concentrated in-vacuo to a yellow solid. The solid was purified over silica gel, eluting with 5% ethyl acetate/hexanes, to yield 18.36 g of a colorless solid as product.  $^1\text{H}$  NMR (400 MHz,  $\text{CDCl}_3$ )  $\delta$  ppm 1.55 (m, 9 H) 7.26 (s, 4 H) 7.43 (dd,  $J=9.23, 2.64$  Hz, 6 H) 7.48 (s, 1 H) 8.54 (d,  $J=9.23$  Hz, 1 H) 9.88 (s, 1 H) 10.33 (s, 1 H).

20 (26c). Preparation of tert-butyl 2-(hydroxymethyl)-4-(trifluoromethoxy)phenylcarbamate.  
A magnetically stirred solution of tert-butyl 2-formyl-4-(trifluoromethoxy)phenylcarbamate (18.36 g, 60.14 mmol) in methanol (200 mL) was treated with sodium borohydride

25 (2.3 g, 60.14 mmol), the mixture was quickly cooled in a dry ice/acetone bath, then allowed to warm to 0° C, and stirred for 1 h. The reaction was quenched with water (50 mL), the methanol was stripped, and the aqueous was extracted with diethyl ether (300 mL). The organic phase

30 was washed successively with saturated ammonium chloride (2 x 100 mL), water (100 mL), and brine (100 mL), dried over sodium sulfate, and concentrated in-vacuo to a colorless solid, which was used as-is in the next step.

<sup>1</sup>H NMR (500 MHz, DMSO) δ ppm 1.46 (s, 9 H) 4.52 (d, *J*=5.50 Hz, 2 H) 5.55 (m, 1 H) 7.21 (d, *J*=8.80 Hz, 1 H) 7.34 (s, 1 H) 7.59 (d, *J*=8.25 Hz, 1 H) 8.68 (s, 1 H).

5 (26d). Preparation of (2-amino-5-(trifluoromethoxy)phenyl)methanol.

A solution of tert-butyl 2-(hydroxymethyl)-4-(trifluoromethoxy)phenylcarbamate (19.3 g, 62.9 mmol) in dioxane (100 mL) was treated with a 4 N solution of HCl in dioxane (126 mL, 504 mmol HCl), and the mixture was stirred overnight. The solution was concentrated in-vacuo, the residue was partitioned between ethyl acetate (200 mL) and saturated sodium bicarbonate (200 mL), and the mixture was stirred until gas evolution had ceased.

10 15 The layers were separated, the organic phase was washed with saturated sodium bicarbonate (100 mL), water (100 mL), brine (100 mL), dried over sodium sulfate, and concentrated in-vacuo to yield 12.3 g of a pale yellow oil, which was used as-is in the next step. <sup>1</sup>H NMR (400 MHz, DMSO) δ ppm 4.36 (m, 2 H) 5.14 (m, 3 H) 6.64 (d, *J*=8.79 Hz, 1 H) 6.92 (dd, *J*=8.79, 2.64 Hz, 1 H) 7.06 (s, 1 H).

20 (26e). Preparation of 2-amino-5-(trifluoromethoxy)-α-(triphenylphosphonium)toluene bromide.

A magnetically stirred solution of (2-amino-5-(trifluoromethoxy)phenyl)methanol (12.32 g, 59.5 mmol) and triphenylphosphine hydrobromide (20.41 g, 59.5 mmol) in acetonitrile (150 mL) was heated at reflux for 1.5 h, during which time a solid precipitated. The mixture was cooled to room temperature, and allowed to stand for 1 h. The solids were collected by filtration, rinsed with acetonitrile (50 mL), diethyl ether (2 x 50 mL), then

dried under vacuum to yield 23.55 g of white powder as product. The combined filtrates were concentrated in-vacuo, the residue was stirred in diethyl ether (200 mL), and the resulting solids were collected by filtration and 5 dried to yield 4.8 g of an amber powder, which was 85% product.  $^1\text{H}$  NMR (400 MHz,  $\text{CD}_3\text{OD}$ )  $\delta$  ppm 4.74 (d,  $J=14.06$  Hz, 2 H) 6.63 (m, 2 H) 6.96 (d,  $J=8.79$  Hz, 1 H) 7.69 (m, 13 H) 7.89 (m, 3 H).

10 (26f). Preparation of 2-( $\alpha$ -(ethoxycarbonyl)acetamido)-5-(trifluoromethoxy)- $\alpha$ -(triphenylphosphonium)toluene bromide.

A magnetically stirred suspension of 2-amino-5-(trifluoromethoxy)- $\alpha$ -(triphenylphosphonium)toluene 15 bromide (23.55 g, 44.24 mmol) in methylene chloride (200 mL) was cooled to 0° C, treated with pyridine (4.8 g, 60.2 mmol) followed by ethyl 3-chloro-3-oxopropionate (8.0 g, 53.1 mmol), and the mixture was stirred overnight at room temperature. Analysis of the purple mixture by TLC 20 indicated that the aniline had not been entirely consumed, so the mixture was treated with an additional 0.2 equivalents of pyridine (1 mL) and ethyl 3-chloro-3-oxopropionate (1.4 mL). Analysis of the mixture by LCMS after 2 h showed the presence of the aniline, the desired 25 product, and bis-addition product, so the reaction was worked up immediately. The solids were collected by filtration, and rinsed with methylene chloride. Drying yielded 1.85 g of starting aniline. The combined filtrates were washed with saturated ammonium chloride (3 30 x 100 mL), brine (100 mL), dried over sodium sulfate, then concentrated in-vacuo. The residue was purified over silica gel, eluting with methylene chloride then 3% - 6% - 10% - 20% methanol/methylene chloride to yield

20.8 g of an amber foam. Used as-is in the next step.  $^1\text{H}$  NMR (400 MHz, DMSO)  $\delta$  ppm 1.18 (t,  $J=7.03$  Hz, 3 H) 3.35 (s, 2 H) 4.06 (q,  $J=7.03$  Hz, 2 H) 5.63 (d,  $J=15.82$  Hz, 2 H) 6.93 (s, 1 H) 7.33 (d,  $J=9.23$  Hz, 1 H) 7.71 (m, 13 H) 7.89 (m, 3 H) 10.68 (s, 1 H).

(26g). Preparation of ethyl 2-(5-(trifluoromethoxy)-1H-indol-2-yl)acetate.

A magnetically stirred suspension of 2-( $\alpha$ -(ethoxycarbonyl)acetamido)-5-(trifluoromethoxy)- $\alpha$ -(triphenylphosphonium)toluene bromide (20.8 g, 32.17 mmol) in anhydrous toluene (200 mL) was treated with the dropwise addition of a 0.5 M solution of potassium hexamethyldisilizane (65 mL, 32.5 mmol), and the mixture was heated at reflux for 3 h. The reaction was cooled to room temperature, and quenched with a small amount of water. The mixture was diluted with EtOAc (200 mL), washed with saturated ammonium chloride (2 x 100 mL), the combined aqueous phases were back-extracted with methylene chloride (2 x 100 mL), then the combined organic phases were dried over sodium sulfate and concentrated in-vacuo. The residue was purified over silica gel, eluting with 20% EtOAc/hexanes, to yield 4.6 g of a yellow foam as product.  $^1\text{H}$  NMR (500 MHz, DMSO)  $\delta$  ppm 1.21 (m, 3 H) 3.50 (s, 2 H) 4.12 (m, 2 H) 7.18 (d,  $J=8.80$  Hz, 1 H) 7.26 (s, 1 H) 7.52 (d,  $J=8.25$  Hz, 1 H) 9.67 (s, 1 H).

(26h). Preparation of lithium 2-(5-(trifluoromethoxy)-1H-indol-2-yl)acetate.

A solution of ethyl 2-(5-(trifluoromethoxy)-1H-indol-2-yl)acetate (96 mg, 0.33 mmol) in 2:1 THF/water (6 mL) was treated with lithium hydroxide (10 mg, 0.4 mmol), and the

reaction was stirred overnight. The THF was stripped, and the aqueous was freeze-dried to yield 90 mg of an off-white solid as product.

5 (26i). Preparation of  $(\pm)$ -N-((1S\*,2R\*,4R\*)-4-(isopropyl(methyl)amino)-2-(phenylsulfonylmethyl)cyclohexyl)-2-(5-(trifluoromethoxy)-1H-indol-2-yl)acetamide, TFA salt. A mixture of lithium 2-(5-(trifluoromethoxy)-1H-indol-2-yl)acetate (38 mg, 0.14 mmol), (1R\*,3R\*,4S\*)-N1-isopropyl-N1-methyl-3-(phenylsulfonylmethyl)cyclohexane-1,4-diamine (from step 25b) (46 mg, 0.14 mmol), diisopropylethylamine (92 mg, 0.71 mmol), and HATU (54 mg, 0.14 mmol) in methylene chloride (5 mL) was stirred 10 at room temperature overnight. The solution was diluted with methylene chloride (50 mL), washed with water (3 x 10 mL), followed by brine (10 mL), dried over sodium sulfate, and concentrated in-vacuo. The residue was 15 purified by LCMS to yield 45 mg of an off-white powder as product.  $^1$ H NMR (500 MHz, CD<sub>3</sub>OD)  $\delta$  ppm 1.37 (m, 6 H) 1.86 (m, 5 H) 2.32 (s, 1 H) 2.59 (m, 1 H) 2.74 (d,  $J$ =4.40 Hz, 3 H) 2.99 (dd,  $J$ =14.30, 8.80 Hz, 1 H) 3.28 (m, 1 H) 3.68 (m, 4 H) 4.23 (s, 1 H) 6.30 (s, 1 H) 6.96 (d,  $J$ =8.80 Hz, 1 H) 7.31 (m, 2 H) 7.55 (t,  $J$ =7.15 Hz, 2 H) 7.69 (t, 20  $J$ =7.42 Hz, 1 H) 7.80 (d,  $J$ =7.70 Hz, 2 H). MS (ES+): 566 (M + H<sup>+</sup>).

**Example 27**

(±) N-((1S\*, 2R\*, 4R\*)-4-(isopropyl (methyl) amino)-2-(phenylsulfonylmethyl)cyclohexyl)-2-(7-(trifluoromethoxy)-1H-indol-2-yl)acetamide, TFA salt.

5

(27a). Preparation of lithium 2-(7-(trifluoromethoxy)-1H-indol-2-yl)acetate.

The titled compound was prepared from 2-(trifluoromethoxy)phenyl isocyanate using the procedures 10 described in Example 26, steps 26a through 26h.

(27b). Preparation of (±) N-((1S\*, 2R\*, 4R\*)-4-(isopropyl (methyl) amino)-2-(phenylsulfonylmethyl)cyclohexyl)-2-(7-(trifluoromethoxy)-1H-indol-2-yl)acetamide, TFA salt.

The titled compound was prepared from lithium 2-(7-(trifluoromethoxy)-1H-indol-2-yl)acetate and (1R\*, 3R\*, 4S\*)-N1-isopropyl-N1-methyl-3-(phenylsulfonylmethyl)cyclohexane-1,4-diamine using the 20 procedure described in Example 26, Step 26i. <sup>1</sup>H NMR (500 MHz, CD<sub>3</sub>OD) δ ppm 1.35 (m, 6 H) 1.74 (m, 3 H) 1.93 (m, 2 H) 2.32 (m, 1 H) 2.53 (m, 1 H) 2.73 (d, J=6.60 Hz, 3 H) 2.99 (m, 1 H) 3.27 (m, 1 H) 3.65 (m, 4 H) 4.23 (s, 1 H) 6.35 (s, 1 H) 7.01 (m, 2 H) 7.40 (dd, J=5.77, 2.47 Hz, 1 H) 7.54 (dd, J=7.70, 5.50 Hz, 2 H) 7.69 (t, J=7.42 Hz, 1 H) 7.79 (t, J=7.15 Hz, 2 H) 8.04 (d, J=8.80 Hz, 1 H) 10.94 (s, 1 H). MS (ES+): 566 (M + H<sup>+</sup>).

## Example 28

(±) 2-(5,7-bis(trifluoromethyl)-1H-benzo[d]imidazol-2-yl)-  
N-((1S\*,2R\*,4R\*)-4-(isopropyl(methyl)amino)-2-  
(phenylsulfonylmethyl)cyclohexyl)acetamide, TFA salt.

5

(28a). Preparation of ethyl 3-(2-amino-3,5-bis(trifluoromethyl)phenylamino)-3-oxopropanoate.

An ice-cold solution of 3,5-bis(trifluoromethyl)-1,2-phenylenediamine (880 mg, 3.6 mmol) and pyridine (104 mg,

10 1.3 mmol) in methylene chloride (20 mL) was treated with ethyl 3-chloro-3-oxopropionate (181 mg, 1.2 mmol). The mixture was stirred at 0° C for 3 h, then allowed to warm to room temperature and stirred for four days. The solution was diluted to 100 mL with methylene chloride, 15 washed with saturated NH<sub>4</sub>Cl (3 x 20 mL), water (20 mL), and brine (20 mL), then dried over sodium sulfate and concentrated in-vacuo. The residue was purified over silica gel, eluting with 20% - 30% - 40% EtOAc/heptane, to yield 330 mg of a white solid as product. <sup>1</sup>H NMR (500

20 MHz, DMSO) δ ppm 1.22 (t, J=7.15 Hz, 3 H) 3.52 (s, 2 H) 4.14 (q, J=7.15 Hz, 2 H) 6.16 (s, 2 H) 7.54 (s, 1 H) 7.71 (m, 1 H) 9.60 (s, 1 H).

(28b). Preparation of ethyl 2-(5,7-bis(trifluoromethyl)-1H-benzo[d]imidazol-2-yl)acetate.

25 A solution of ethyl 3-(2-amino-3,5-bis(trifluoromethyl)phenylamino)-3-oxopropanoate (330 mg, 0.92 mmol) in 3:1 acetic acid/THF (4 mL) was heated at reflux for 18 h. The mixture was concentrated in-vacuo, 30 and the residue was purified over silica gel, eluting with 20% - 30% - 40% EtOAc/heptane, to yield 256 mg of a colorless oil as product. <sup>1</sup>H NMR (500 MHz, DMSO) δ ppm

1.20 (m, 3 H) 4.11 (m, 4 H) 7.82 (m, 1 H) 8.28 (m, 1 H)  
13.37 (m, 1 H).

(28c). Preparation of lithium 2-(5,7-

5 bis(trifluoromethyl)-1H-benzo[d]imidazol-2-yl)acetate.

A solution of ethyl 2-(5,7-bis(trifluoromethyl)-1H-benzo[d]imidazol-2-yl)acetate (250 mg, 0.74 mmol) in 4:1 THF/water (4 mL) was treated with lithium hydroxide (21 mg, 0.88 mmol), and the mixture was stirred overnight.

10 Analysis by LC/MS indicated that the reaction was not complete, so additional lithium hydroxide (5 mg, 0.21 mmol) was added, and the mixture was stirred for 6 h.

Analysis by LC/MS indicated that the reaction was still not complete, so additional lithium hydroxide (15 mg,

15 0.63 mmol) was added, and the mixture was stirred overnight. Analysis by LC/MS indicated that the reaction was complete. The THF was stripped in-vacuo at room temperature, and the aqueous was freeze-dried to yield 270 mg of yellow powder. This material was used as-is in

20 the next step.  $^1\text{H}$  NMR (500 MHz,  $\text{CD}_3\text{OD}$ )  $\delta$  ppm 3.72 (s, 2 H) 7.54 (s, 1 H) 7.96 (s, 1 H).

(28d). Preparation of  $(\pm)$ 2-(5,7-bis(trifluoromethyl)-1H-benzo[d]imidazol-2-yl)-N-((1S\*,2R\*,4R\*)-4-

25 (isopropyl(methyl)amino)-2-(phenylsulfonylmethyl)cyclohexyl)acetamide, TFA salt.

The titled compound was prepared from lithium 2-(5,7-bis(trifluoromethyl)-1H-benzo[d]imidazol-2-yl)acetate and (1R\*,3R\*,4S\*)-N1-isopropyl-N1-methyl-3-

30 (phenylsulfonylmethyl)cyclohexane-1,4-diamine (25b) using the conditions described in Example 26, Step 26i.  $^1\text{H}$  NMR (500 MHz,  $\text{CD}_3\text{OD}$ )  $\gamma$  ppm 1.32 (dd,  $J=18.02, 6.42$  Hz, 6 H) 1.81 (m, 5 H) 2.27 (m,  $J=23.22$  Hz, 1 H) 2.48 (m, 1 H)

2.73 (d,  $J=4.89$  Hz, 3 H) 3.06 (m, 1 H) 3.27 (m, 1 H) 3.59 (m, 2 H) 4.16 (s, 1 H) 7.46 (m, 2 H) 7.57 (dd,  $J=7.33$ , 3.67 Hz, 1 H) 7.71 (s, 1 H) 7.74 (m, 2 H) 7.99 (s, 1 H).  
MS (ES+) = 619 (M + H<sup>+</sup>).

5

### Example 29

( $\pm$ ) N-((1S\*, 2R\*, 4R\*)-4-(isopropyl(methyl)amino)-2-(phenylsulfonylmethyl)cyclohexyl)-2-(6-(trifluoromethyl)-1H-indol-2-yl)acetamide, trifluoroacetic acid salt.

10

(29a). Preparation of 2-nitro-4-(trifluoromethyl)- $\alpha$ -(triphenylphosphonium)toluene chloride.

Commercially available 2-nitro-4-trifluoromethylbenzyl chloride (5.00 g, 20.9 mmol, 1 eq), triphenylphosphine (5.47 g, 20.9 mmol, 1 eq), and chloroform (25 mL) were mixed and refluxed under nitrogen overnight. The mixture was cooled to RT and ether (50 mL) added. After stirring for 2 h, the precipitate was filtered and dried.

Obtained 8.60 g of a yellow solid. MS (ES+): 466 (M + H<sup>+</sup>).

(29b). Preparation of 2-amino-4-(trifluoromethyl)- $\alpha$ -(triphenylphosphonium)toluene bromide, hydrochloride salt.

Zinc (6.72 g, 103 mmol, 6 eq) was added portionwise to a stirred solution of the intermediate from 29a (8.60 g, 17.1 mmol, 1 eq) in acetic acid (75 mL) at RT (caution-exotherm, gas evolution). The reaction was stirred overnight at RT after which the solids were filtered through celite, and the celite rinsed with MeOH. The filtrate was stripped and the residual oil dissolved in n-butanol. This mixture was then washed with saturated sodium carbonate (3x), and brine (1x). The organic layer

was dried with sodium sulfate and stripped. The residue was taken up in 1.000 N HCl (40 mL). The resultant precipitate was filtered, rinsed with water and then stirred in ether (20 mL). The solids were filtered and 5 dried to yield 2.20 grams of product. MS (ES+): 436 (M + H<sup>+</sup>).

(29c). Preparation of 2-( $\alpha$ -(methoxycarbonyl)acetamido)-4-(trifluoromethyl)- $\alpha$ -(triphenylphosphonium)toluene 10 chloride

A mixture of the compound from 29b (1.35 g, 2.66 mmol, 1 eq) in methylene chloride (20 mL) was cooled to 0 °C and pyridine (0.29 mL, 3.61 mmol, 1.36 eq) was added thereto followed by methyl 3-chloro-3-oxopropionate (0.34 mL, 15 3.19 mmol, 1.2 eq). The contents were stirred overnight. The next day, the mixture was rinsed with saturated ammonium chloride (3x), brine (1x), dried and stripped and flash chromatographed over silica gel in 100% ethyl acetate to 9:1 chloroform:methanol to yield 0.82 grams of 20 product. MS (ES+): 536 (M + H<sup>+</sup>).

(29d). Preparation of lithium 2-(6-(trifluoromethyl)-1H-indol-2-yl)acetate.

The titled compound was prepared from 2-( $\alpha$ -(methoxycarbonyl)acetamido)-4-(trifluoromethyl)- $\alpha$ -(triphenylphosphonium)toluene chloride using the 25 procedures described in Example 26, Steps 26g and 26h.

(29e). Preparation of ( $\pm$ )N-((1S\*,2R\*,4R\*)-4-30 (isopropyl(methyl)amino)-2-(phenylsulfonylmethyl)cyclohexyl)-2-(6-(trifluoromethyl)-1H-indol-2-yl)acetamide, trifluoroacetic acid salt.

Lithium 2-(6-(trifluoromethyl)-1H-indol-2-yl)acetate (45 mg, 0.181 mmol, 1 eq), (1R\*,3R\*,4S\*)-N1-isopropyl-N1-methyl-3-(phenylsulfonylmethyl)cyclohexane-1,4-diamine (25b) (59 mg, 0.181 mmol, 1 eq), diisopropylethylamine (94  $\mu$ L, 0.542 mmol, 3 eq), and BOP (80 mg, 0.181 mmol, 1 eq) were mixed and stirred in DMF (3 mL) initially at 0 °C and then allowed to warm to room temperature overnight. The solution was diluted with ethyl acetate (50 mL), washed with water (1x), followed by brine (3x), dried over sodium sulfate, and concentrated in-vacuo. The residue was purified by LCMS to yield 70 mg of product. MS (ES+): 550 (M + H<sup>+</sup>).

#### Example 30

15 N-((1S,2R,4R)-4-(isopropyl(methyl)amino)-2-(phenylsulfonylmethyl)cyclohexyl)-2-(7-(trifluoromethyl)-1H-indol-2-yl)acetamide, trifluoroacetic acid salt.

20 (30a). Preparation of lithium 2-(7-(trifluoromethyl)-1H-indol-2-yl)acetate.

The titled compound was prepared from tert-butyl 2-(trifluoromethyl)phenylcarbamate using the procedures described in Example 26, Steps 26b through 26h, except for the use of potassium tert-butoxide instead of potassium hexamethyldisilizane in step 26g. MS (ES+) detects free acid at 244 (M + H<sup>+</sup>).

30 (30b). Preparation of N-((1S,2R,4R)-4-(isopropyl(methyl)amino)-2-(phenylsulfonylmethyl)cyclohexyl)-2-(7-(trifluoromethyl)-1H-indol-2-yl)acetamide, trifluoroacetic acid salt.

The titled compound was prepared from lithium 2-(7-(trifluoromethyl)-1H-indol-2-yl)acetate and (1R,3R,4S)-N1-isopropyl-N1-methyl-3-

(phenylsulfonylmethyl)cyclohexane-1,4-diamine  
(synthesized via steps 3a to 3i, but with the  
substitution of phenyl disulfide for 4-bromophenyl  
disulfide in step 3d) using the procedure described in

5 Example 26, Step 26i.

MS (ES+): 550 (M + H<sup>+</sup>).

### Example 31

10 N-((1S,2R,4R)-4-(isopropyl(methyl)amino)-2-(phenylsulfonylmethyl)cyclohexyl)-4-oxo-4-(3-(trifluoromethyl)phenyl)butanamide.

(31a) Commercially available 4-oxo-4-(3-trifluoromethylphenyl)butyric acid (45.5 mg, 0.185 mmol) 15 was dissolved in dry THF (3 mL). To the above solution was added triethyl amine (18.7 mg, 0.185 mmol) and isobutyl chloroformate (25.3 mg, 0.185 mmol) at 0°C. The mixture was stirred at 0°C for 5 min. before the solution of (1R,3R,4S)-N<sup>1</sup>-isopropyl-N<sup>1</sup>-methyl-3-(phenylsulfonylmethyl)cyclohexane-1,4-diamine (see 30b) 20 (50 mg, 0.154 mmol) in dry THF (3 mL) was added. The resulting mixture was warmed up to room temperature. The reaction was completed by 0.5 h. The mixture was treated with 1 N NaOH (5 mL) and extracted with CH<sub>2</sub>Cl<sub>2</sub> (10 mL×2). 25 The organic extracts were washed with water, brine and evaporated. The residue was chromatographed on silica gel (4% NH<sub>4</sub>OH/MeOH/CH<sub>2</sub>Cl<sub>2</sub>) to give the product (53 mg). MS found: (M+1)<sup>+</sup>: 553.32

## Example 32

N-((1S,2R,4R)-4-(isopropyl(methyl)amino)-2-(phenylsulfonylmethyl)cyclohexyl)-3-(pyridin-3-yl)propanamide.

5

(32a) A solution of (1R,3R,4S)-N<sup>1</sup>-isopropyl-N<sup>1</sup>-methyl-3-(phenylsulfonylmethyl)-cyclohexane-1,4-diamine (see 30b) (50 mg, 0.154 mmol), 1-(3-Dimethylaminopropyl)3-ethylcarbodiimide hydrochloride (EDCI) (32 mg, 0.166 mmol), 1-hydroxybenzotriazole hydrate (HOBT) (22 mg, 0.166 mmol), Et<sub>3</sub>N (17 mg, 0.166 mmol) and 3-(pyridin-3-yl)propanoic acid (26 mg, 0.166 mmol) in CH<sub>2</sub>Cl<sub>2</sub> (5 mL) was stirred overnight at room temperature. The mixture was dilute with CH<sub>2</sub>Cl<sub>2</sub> (20 mL) and washed with water, brine and evaporated. The residue was chromatographed on silica gel (4-6% NH<sub>4</sub>OH/MeOH/CH<sub>2</sub>Cl<sub>2</sub>) to give the product (45 mg, 66%). MS found: (M+1)<sup>+</sup>: 458.53.

20

## Example 33

2-(Benzo[d]thiazol-2-yl)-N-((1S,2R,4R)-4-(isopropyl(methyl)amino)-2-(phenylsulfonylmethyl)cyclohexyl)acetamide.

(33a) A solution of (1R,3R,4S)-N<sup>1</sup>-isopropyl-N<sup>1</sup>-methyl-3-(phenylsulfonylmethyl)-cyclohexane-1,4-diamine (see 30b) (70 mg, 0.216 mmol), EDCI (50 mg, 0.260 mmol), HOBT (35 mg, 0.260 mmol), and sodium 2-(benzo[d]thiazol-2-yl)acetate (56 mg, 0.260 mmol) in THF (5 mL) was stirred overnight at room temperature. The mixture was dilute with CH<sub>2</sub>Cl<sub>2</sub> (25 mL) and washed with water, brine and evaporated. The residue was chromatographed on silica gel (6% NH<sub>4</sub>OH/MeOH/CH<sub>2</sub>Cl<sub>2</sub>) to give the product (65 mg). MS found: (M+1)<sup>+</sup>: 500.49.

## Example 34

N1-((1S\*,2R\*,4R\*)-4-(isopropyl(methyl)amino)-2-(phenylsulfonylmethyl)cyclohexyl)-N3-(2-(trifluoromethyl)phenyl)malonamide

5

(34a) A solution of mono-benzyl malonate (890 mg, 4.6 mmol) in 3:1 CH<sub>2</sub>Cl<sub>2</sub>/DMF (24 mL) was treated sequentially with N, N-diisopropylethylamine (2.0 mL, 11.5 mmol), 2-trifluoromethyl-phenylamine (0.6 mL, 4.6 mmol), and HATU (2.1 g, 5.5 mmol). The mixture was stirred for 12 h at RT, concentrated in vacuo, and partitioned between EtOAc and sat. NH<sub>4</sub>Cl. The aqueous phase was extracted with EtOAc (1 x). The combined organic extracts were washed with sat. NaHCO<sub>3</sub> and brine, dried (Na<sub>2</sub>SO<sub>4</sub>), filtered, and concentrated in vacuo. The residue was purified by flash chromatography to provide N-(2-trifluoromethyl-phenyl)-malonamic acid benzyl ester as an oil (894 mg, 57% yield). This material was dissolved in EtOAc (35 mL). The resultant solution was charged with 10% Pd/C (178 mg), stirred under H<sub>2</sub> (1 atm) for 12 h at RT, filtered, and concentrated in vacuo to provide N-(2-trifluoromethyl-phenyl)-malonamic acid (621 mg, 95% yield). MS found: (M + H)<sup>+</sup> = 248.02.

25

(34b) A solution of (1R\*,3R\*,4S\*)-N1-isopropyl-N1-methyl-3-(phenylsulfonylmethyl)cyclohexane-1,4-diamine (47.4 mg, 0.11 mmol, see example 25b) in DMF (2 mL) was charged sequentially with N-(2-trifluoromethyl-phenyl)-malonamic acid (29.5 mg, 0.12 mmol), BOP (72 mg, 0.16 mmol), and N-methyl morpholine (60 uL, 0.54 mmol). The solution was stirred for 14 h and the reaction was partitioned between water and EtOAc. The organic phase was washed with sat.

NH<sub>4</sub>Cl, water, and brine before being dried (Na<sub>2</sub>SO<sub>4</sub>), filtered, and concentrated in vacuo. The residue was purified by RP-HPLC to afford the desired product as a white powder (presumed mono-TFA salt). MS found: (M+H)<sup>+</sup> = 5 554.32.

### Example 35

tert-butyl 2-((1S\*,2R\*,4R\*)-4-  
(isopropyl(methyl)amino)-2-  
10 (phenylsulfonylmethyl)cyclohexylamino)-3-oxopropanamido)-  
4-(trifluoromethyl)phenylcarbamate

(35a) A solution of 2-nitro-4-trifluoromethyl-phenylamine (5.0 g, 24.3 mmol) in THF (150 mL) was cooled to -78 °C 15 and treated with NaHMDS (53.5 mL of a 1.0 M THF solution, 53 mmol). The solution was stirred for 1 h at -78 °C and then charged with a solution of di-(tert-butyl)dicarbonate (5.3 g, 24.3 mmol) in THF (50 mL); the reaction was allowed to warm to RT in the melting cold 20 bath while stirring for 12 h. The mixture was concentrated in vacuo and the residue was dissolved in EtOAc. This solution was washed with 1N HCl (3x), H<sub>2</sub>O (2x), and brine (1x) before being dried (Na<sub>2</sub>SO<sub>4</sub>), filtered, and concentrated in vacuo. The residue was 25 purified via flash chromatography to afford (2-nitro-4-trifluoromethyl-phenyl)-carbamic acid tert-butyl ester (5.3 g, 71% yield). The entirity of this material was dissolved in MeOH (120 mL). The resultant solution was charged with 5% Pd/C, Degussa style (10 mg), stirred 30 under H<sub>2</sub> (1 atm) for 12 h at RT, filtered, and concentrated in vacuo to afford (2-amino-4-trifluoromethyl-phenyl)-carbamic acid tert-butyl ester (4.47 g, 95% yield). <sup>1</sup>H-NMR (CD<sub>3</sub>OD, 300 MHz): δ 1.52 (s,

9H), 6.91 (d, 1H), 7.04 (s, 1H), 7.42 (d, 1H);  $^{19}\text{F-NMR}$  (CD<sub>3</sub>OD, 300 MHz):  $\delta$  -64.3 (s).

(35b) The procedure 34a was repeated, substituting (2-amino-4-trifluoromethyl-phenyl)-carbamic acid tert-butyl ester for 2-trifluoromethyl-phenylamine. The purified product was then carried through procedure 34b to afford the title compound (presumed mono-TFA salt) as a white powder after reverse-phase HPLC and lyophilization. MS found: (M + H)<sup>+</sup> = 669.38.

### Example 36

N1-((1S\*,2R\*,4R\*)-4-(isopropyl(methyl)amino)-2-(phenylsulfonylmethyl)cyclohexyl)-N3-(3-methoxy-5-(trifluoromethyl)phenyl)malonamide

(36a) The procedure 34a was repeated, substituting 3-methoxy-5-trifluoromethyl-phenylamine for 2-trifluoromethyl-phenylamine. The purified product was then carried through procedure 34b to afford the title compound (presumed mono-TFA salt) as a white powder after reverse-phase HPLC and lyophilization. MS found: (M + H)<sup>+</sup> = 584.31.

### Example 37

N1-((1S\*,2R\*,4R\*)-4-(isopropyl(methyl)amino)-2-(phenylsulfonylmethyl)cyclohexyl)-N3-(3-(trifluoromethoxy)phenyl)malonamide

(37a) The procedure 34a was repeated, substituting meta-trifluoromethoxyaniline for 2-trifluoromethyl-phenylamine. The purified product was then carried through procedure 34b to afford the title compound (presumed mono-TFA salt) as a white powder after reverse-

phase HPLC and lyophilization. MS found:  $(M + H)^+ = 570.31$ .

#### Example 38

5 N1-((1S\*,2R\*,4R\*)-4-(isopropyl(methyl)amino)-2-  
(phenylsulfonylmethyl)cyclohexyl)-N3-(4-  
(trifluoromethyl)phenyl)malonamide

10 (38a) The procedure 34a was repeated, substituting 4-trifluoromethyl-phenylamine for 2-trifluoromethyl-phenylamine. The purified product was then carried through procedure 34b to afford the title compound (presumed mono-TFA salt) as a white powder after reverse-phase HPLC and lyophilization. MS found:  $(M + H)^+ = 554.31$ .

#### Example 39

20 N1-((1S\*,2R\*,4R\*)-4-(isopropyl(methyl)amino)-2-  
(phenylsulfonylmethyl)cyclohexyl)-N3-(2-methoxy-5-  
(trifluoromethyl)phenyl)malonamide

25 (39a) The procedure 34a was repeated, substituting 2-methoxy-5-trifluoromethyl-phenylamine for 2-trifluoromethyl-phenylamine. The purified product was then carried through procedure 34b to afford the title compound (presumed mono-TFA salt) as a white powder after reverse-phase HPLC and lyophilization. MS found:  $(M + H)^+ = 584.3$ .

**Example 40**

N1-(2-amino-5-(trifluoromethyl)phenyl)-N3-((1S\*,2R\*,4R\*)-  
4-(isopropyl(methyl)amino)-2-  
(phenylsulfonylmethyl)cyclohexyl)malonamide

5

(40a) To a solution of tert-butyl 2-((1S\*,2R\*,4R\*)-4-(isopropyl(methyl)amino)-2-(phenylsulfonylmethyl)cyclohexylamino)-3-oxopropanamido)-4-(trifluoromethyl)phenylcarbamate (10 mg, see procedure 10 35b) in CH<sub>2</sub>Cl<sub>2</sub> (1.5 mL) was added TFA (0.5 mL) at 0 °C. The reaction was warmed to RT and stirred for one hour at which time it was concentrated in vacuo. The title compound (presumed mono-TFA salt) was obtained as a white powder after reverse-phase HPLC and lyophilization. MS 15 found: (M + H)<sup>+</sup> = 569.32.

**Example 41**

N-((1S\*,2R\*,4R\*)-4-(isopropyl(methyl)amino)-2-  
(phenylsulfonylmethyl)cyclohexyl)-N-(3-  
20 (trifluoromethyl)phenyl)cyclopropane-1,1-dicarboxamide

(41a) To a solution of diethyl cyclopropane-1,1-dicarboxylate (0.5 mL, 2.8 mmol) in EtOH (10 mL) at RT was added KOH (90.9 mg, 2.27 mmol) in one portion. The 25 suspension was stirred at RT for 14 h and the reaction was concentrated in vacuo to provide the carboxylic acid. This material was dissolved in 2:1 CH<sub>2</sub>Cl<sub>2</sub>/DMF and the resulting solution was charged with 3-trifluoromethylaniline (0.43 mL, 3.4 mmol), N,N-diisopropylethylamine (3.0 mL, 17.2 mmol), and HATU (1.57 g, 4.13 mmol). The mixture was stirred for 12 h at RT, concentrated in vacuo, and partitioned between EtOAc and sat. NH<sub>4</sub>Cl. The aqueous phase was extracted with EtOAc

(1 x). The combined organic extracts were washed with sat.  $\text{NaHCO}_3$  and brine, dried ( $\text{Na}_2\text{SO}_4$ ), filtered, and concentrated in vacuo. The residue was purified by flash chromatography to provide ethyl 1-((3-  
5 (trifluoromethyl)phenyl)carbamoyl)cyclopropanecarboxylate as an oil (512 mg). This material was dissolved in THF (15 mL), and the resulting solution was charged with MeOH (5 mL) and freshly-prepared aqueous LiOH (41.3 mg of LiOH in 5 mL of water). The reaction was stirred at RT for 14  
10 h, concentrated in vacuo, and then lyophilized from acetonitrile/water to give 1-((3-  
(trifluoromethyl)phenyl)carbamoyl)cyclopropanecarboxylic acid as a white powder (415 mg). This material was incorporated into procedure 34b to provide the title  
15 compound (presumed mono TFA salt) as a white powder after RP-HPLC and lyophilization. MS found:  $(M + H)^+ = 580.31$ .

#### Example 42

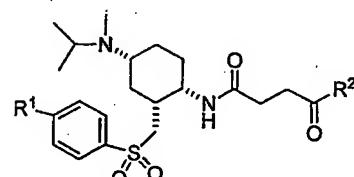
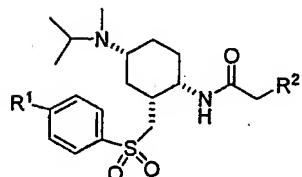
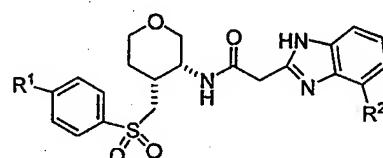
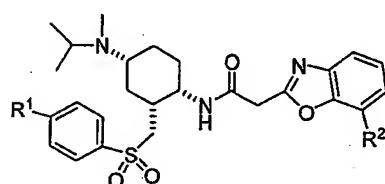
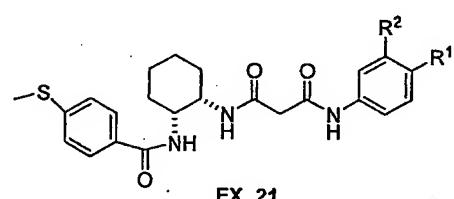
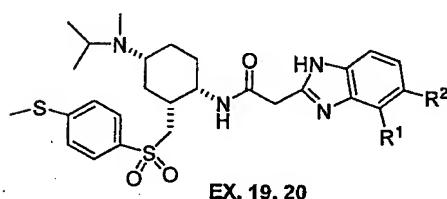
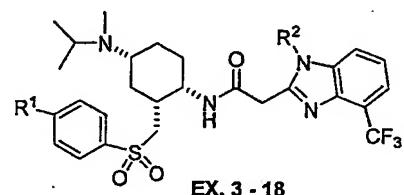
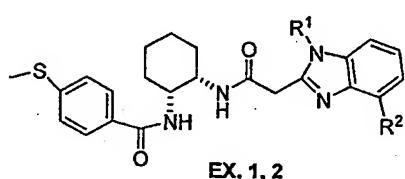
N1-(3,5-bis(trifluoromethyl)phenyl)-N3-((1S\*,2R\*,4R\*)-4-  
20 (isopropyl(methyl)amino)-2-  
(phenylsulfonylmethyl)cyclohexyl)malonamide

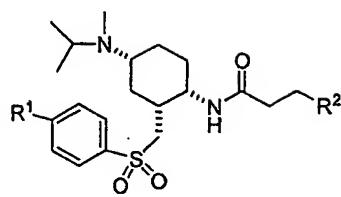
(42a) The procedure 34a was repeated, substituting 3,5-bis(trifluoromethyl)aniline for 2-trifluoromethyl-  
25 phenylamine. The purified product was then carried through procedure 34b to afford the title compound (presumed mono-TFA salt) as a white powder after reverse-phase HPLC and lyophilization. MS found:  $(M + H)^+ = 622.23$ .

Table 1 contains representative examples of the present invention. Each of the following structural formulas are to be used in the indicated example (Ex) range paired with the given R<sup>1</sup> and R<sup>2</sup> substituent. The use of the terms R<sup>1</sup> and R<sup>2</sup> may be different than the use in the claims. This difference is not meant to change the scope of the claims.

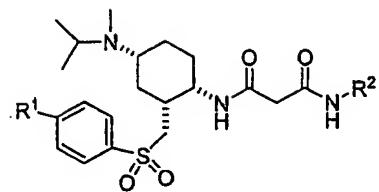
Table 1

10

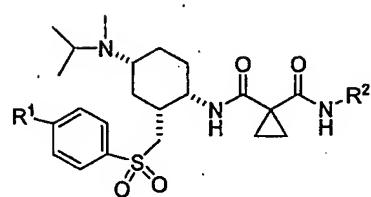




EX. 32



EX. 34-40, 42



EX. 41

Ex	R <sup>1</sup>	R <sup>2</sup>	MS [M+H]
1	H	trifluoromethyl	491.2 M+H
2	H	NO <sub>2</sub>	468.3 M+H
3	Bromo	H	631.3 M+H
4	Bromo	methyl	643.3 M+H
5	methyl	H	565.4 M+2H
6	Ethyl	H	579.5 M+H
7	propyl	H	594.5 M+H
8	H	H	551.3 M+H

Ex	R <sup>1</sup>	R <sup>2</sup>	MS [M+H]
9	t-butyl	H	607.3 M+H
10	isobutyl	H	607.5 M+H
11	cyclopentyl	H	619.4 M+H
12	2-thiophenyl	H	633.3 M+H
13	benzyl	H	641.4 M+H
14	isopentyl	H	621.4 M+H
15	Cyano	H	576.5 M+H
16	C(O)CH <sub>3</sub>	H	593.5 M+H
17	C(O)OCH <sub>3</sub>	H	609.5 M+H
18	C(O)OH	H	707.3 M+CF <sub>3</sub> COO <sup>-</sup>
19	trifluoromethyl	H	597.3 M+H
20	H	trifluoromethyl	597.3 M+H
21	H	trifluoromethyl	494.3 M+H
22	methylsulfanyl	trifluoromethyl	598.5 M+H
23	methylsulfanyl	trifluoromethyl	528.1 M+H

Ex	R <sup>1</sup>	R <sup>2</sup>	MS [M+H]
24	methylsulfanyl	nitro	505.1 M+H
25	H	2-naphthalenyl	493.2 M+H
26	H	5- (trifluoromethoxy) -1H-indol-2-yl)	566 M+H
27	H	7- (trifluoromethoxy) -1H-indol-2-yl)	566 M+H
28	H	5,7- bis(trifluoromethyl) -1H- benzo[d]imidazol- 2-yl	619 M+H
29	H	6- (trifluoromethyl)- 1H-indol-2-yl)	550 M+H
30	H	7- (trifluoromethyl)- 1H-indol-2-yl)	550 M+H
31	H	3- (trifluoromethyl) phenyl	553.3 M+H
32	H	3-pyridinyl	458.5 M+H
33	H	2- benzo[d]thiazolyl	500.5 M+H
34	H	2- (trifluoromethyl) phenyl	554.32 M+H

Ex	R <sup>1</sup>	R <sup>2</sup>	MS [M+H]
35	H	2-(t-butoxycarbonyl) amino-5-trifluoromethyl phenyl	669.38 M+H
36	H	3-methoxy-5-trifluoromethyl phenyl	584.31 M+H
37	H	3-(trifluoromethoxy) phenyl	570.31 M+H
38	H	4-(trifluoromethyl) phenyl	554.31 M+H
39	H	2-methoxy-5-trifluoromethyl phenyl	584.3 M+H
40	H	2-amino-5-trifluoromethyl phenyl	569.3 M+H
41	H	3-(trifluoromethyl) phenyl	580.31 M+H
42	H	3,5-bis(trifluoromethyl) phenyl	622.23 M+H

UTILITY

Compounds of formula I are shown to be modulators of chemokine receptor activity using assays known by those skilled in the art. In this section, we describe these assays and give their literature reference. By displaying activity in these assays of MCP-1 antagonism, compounds of formula I are expected to be useful in the treatment of human diseases associated with chemokines and their cognate receptors. The definition of activity in these assays is a compound demonstrating an IC<sub>50</sub> of 20  $\mu$ M or lower in concentration when measured in a particular assay.

15 Antagonism of MCP-1 Binding to Human PBMC

(Yoshimura et al., *J. Immunol.* 1990, 145, 292)

Compounds of the present invention have activity in the antagonism of MCP-1 binding to human PBMC (human peripheral blood mononuclear cells) described here.

20 Millipore filter plates (#MABVN1250) are treated with 100  $\mu$ l of binding buffer (0.5% bovine serum albumin, 20 mM HEPES buffer and 5 mM magnesium chloride in RPMI 1640 media) for thirty minutes at room temperature. To measure binding, 50  $\mu$ l of binding buffer, with or without 25 a known concentration compound, is combined with 50  $\mu$ l of 125-I labeled human MCP-1 (to give a final concentration of 150 pM radioligand) and 50  $\mu$ l of binding buffer containing 5x10<sup>5</sup> cells. Cells used for such binding assays can include human peripheral blood mononuclear 30 cells isolated by Ficoll-Hypaque gradient centrifugation, human monocytes (Weiner et al., *J. Immunol. Methods*, 1980, 36, 89), or the THP-1 cell line which expresses the endogenous receptor. The mixture of compound, cells and

radioligand are incubated at room temperature for thirty minutes. Plates are placed onto a vacuum manifold, vacuum applied, and the plates washed three times with binding buffer containing 0.5M NaCl. The plastic skirt 5 is removed from the plate, the plate allowed to air dry, the wells punched out and counted. The percent inhibition of binding is calculated using the total counts obtained in the absence of any competing compound and the background binding determined by addition of 100 10 nM MCP-1 in place of the test compound.

Antagonism of MCP-1-induced Calcium Influx

(Sullivan, et al. Methods Mol. Biol., 114, 125-133 (1999)

Compounds of the present invention have activity in 15 the antagonism of MCP-1-induced calcium influx assay described here.

Calcium mobilization is measured using the fluorescent  $\text{Ca}^{2+}$  indicator dye, Fluo-3. Cells are incubated at  $8 \times 10^5$  cells/ml in phosphate-buffered 20 saline containing 0.1% bovine serum albumin, 20 mM HEPES buffer, 5 mM glucose, 1% fetal bovine serum, 4  $\mu\text{M}$  Fluo-3 AM and 2.5 mM probenecid for 60 minutes at 37°C. Cells used for such calcium assays can include human monocytes isolated as described by Weiner et al., J. Immunol. 25 Methods, 36, 89-97 (1980) or cell lines which expresses the endogenous CCR2 receptor such as THP-1 and MonoMac-6. The cells are then washed three times in phosphate-buffered saline containing 0.1% bovine serum albumin, 20 mM HEPES, 5 mM glucose and 2.5 mM probenecid. The cells 30 are resuspended in phosphate-buffered saline containing 0.5% bovine serum albumin, 20 mM HEPES and 2.5 mM probenecid at a final concentration of  $2-4 \times 10^6$  cells/ml. Cells are plated into 96-well, black-wall

microplates (100  $\mu$ l/well) and the plates centrifuged at 200 x g for 5 minutes. Various concentrations of compound are added to the wells (50  $\mu$ l/well) and after 5 minutes, 50  $\mu$ l/well of MCP-1 is added to give a final 5 concentration of 10 nM. Calcium mobilization is detected by using a fluorescent-imaging plate reader. The cell monolayer is excited with an argon laser (488 nM) and cell-associated fluorescence measured for 3 minutes, (every second for the first 90 seconds and every 10 10 seconds for the next 90 seconds). Data are generated as arbitrary fluorescence units and the change in fluorescence for each well determined as the maximum-minimum differential. Compound-dependent inhibition is calculated relative to the response of MCP-1 alone.

15

Antagonism of MCP-1-induced Human PBMC Chemotaxis

(Bacon et al., *Brit. J. Pharmacol.* **1988**, *95*, 966)

Compounds of the present invention have activity in the antagonism of MCP-1-induced human PBMC chemotaxis 20 assay described here.

Neuroprobe MBA96-96-well chemotaxis chamber, Polyfiltrronics MPC 96 well plate, and Neuroprobe polyvinylpyrrolidone-free polycarbonate PFD5 8-micron filters are warmed in a 37 °C incubator. Human Peripheral 25 Blood Mononuclear Cells (PBMCs) (Boyum et al., *Scand. J. Clin. Lab Invest. Suppl.* **1968**, *97*, 31), freshly isolated via the standard ficoll density separation method, are suspended in DMEM at  $1 \times 10^7$  c/ml and warmed at 37°C. A 60nM solution of human MCP-1 is also warmed at 37°C. 30 Dilutions of test compounds are made up at 2x the concentration needed in DMEM. The PBMC suspension and the 60nm MCP-1 solution are mixed 1:1 in polypropylene tubes with prewarmed DMEM with or without a dilution of

the test compounds. These mixtures are warmed in a 37°C tube warmer. To start the assay, add the MCP-1/compound mixture into the wells of the Polyfiltrronics MPC 96 well plate that has been placed into the bottom part of the

5 Neuroprobe chemotaxis chamber. The approximate volume is 400µl to each well and there should be a positive meniscus after dispensing. The 8 micron filter is placed gently on top of the 96 well plate, a rubber gasket is attached to the bottom of the upper chamber, and the

10 chamber is assembled. A 200µl volume of the cell suspension/compound mixture is added to the appropriate wells of the upper chamber. The upper chamber is covered with a plate sealer, and the assembled unit is placed in a 37°C incubator for 45 minutes. After incubation, the

15 plate sealer is removed and all the remaining cell suspension is aspirated off. The chamber is disassembled and the filter gently removed. While holding the filter at a 90 degree angle, unmigrated cells are washed away using a gentle stream of phosphate buffered saline and

20 the top of the filter wiped with the tip of a rubber squeegee. Repeat this wash twice more. The filter is air dried and then immersed completely in Wright Geimsa stain for 45 seconds. The filter is then washed by soaking in distilled water for 7 minutes, and then a 15

25 second additional wash in fresh distilled water. The filter is again air dried. Migrated cells on the filter are quantified by visual microscopy.

Mammalian chemokine receptors provide a target for interfering with or promoting immune cell function in a

30 mammal, such as a human. Compounds that inhibit or promote chemokine receptor function are particularly useful for modulating immune cell function for therapeutic purposes. Accordingly, the present invention

is directed to compounds which are useful in the prevention and/or treatment of a wide variety of inflammatory, infectious, and immunoregulatory disorders and diseases, including asthma and allergic diseases, 5 infection by pathogenic microbes (which, by definition, includes viruses), as well as autoimmune pathologies such as the rheumatoid arthritis and atherosclerosis.

For example, an instant compound which inhibits one or more functions of a mammalian chemokine receptor 10 (e.g., a human chemokine receptor) may be administered to inhibit (i.e., reduce or prevent) inflammation or infectious disease. As a result, one or more inflammatory process, such as leukocyte emigration, adhesion, chemotaxis, exocytosis (e.g., of enzymes, 15 histamine) or inflammatory mediator release, is inhibited.

Similarly, an instant compound which promotes one or more functions of the mammalian chemokine receptor (e.g., a human chemokine) as administered to stimulate (induce 20 or enhance) an immune or inflammatory response, such as leukocyte emigration, adhesion, chemotaxis, exocytosis (e.g., of enzymes, histamine) or inflammatory mediator release, resulting in the beneficial stimulation of inflammatory processes. For example, eosinophils can be 25 recruited to combat parasitic infections. In addition, treatment of the aforementioned inflammatory, allergic and autoimmune diseases can also be contemplated for an instant compound which promotes one or more functions of the mammalian chemokine receptor if one contemplates the 30 delivery of sufficient compound to cause the loss of receptor expression on cells through the induction of chemokine receptor internalization or the delivery of compound in a manner that results in the misdirection of the migration of cells.

In addition to primates, such as humans, a variety of other mammals can be treated according to the method of the present invention. For instance, mammals, including but not limited to, cows, sheep, goats, horses, 5 dogs, cats, guinea pigs, rats or other bovine, ovine, equine, canine, feline, rodent or murine species can be treated. However, the method can also be practiced in other species, such as avian species. The subject treated in the methods above is a mammal, male or female, 10 in whom modulation of chemokine receptor activity is desired. "Modulation" as used herein is intended to encompass antagonism, agonism, partial antagonism and/or partial agonism.

Diseases or conditions of human or other species 15 which can be treated with inhibitors of chemokine receptor function, include, but are not limited to: inflammatory or allergic diseases and conditions, including respiratory allergic diseases such as asthma, allergic rhinitis, hypersensitivity lung diseases, 20 hypersensitivity pneumonitis, eosinophilic cellulitis (e.g., Well's syndrome), eosinophilic pneumonias (e.g., Loeffler's syndrome, chronic eosinophilic pneumonia), eosinophilic fasciitis (e.g., Shulman's syndrome), delayed-type hypersensitivity, interstitial lung diseases 25 (ILD) (e.g., idiopathic pulmonary fibrosis, or ILD associated with rheumatoid arthritis, systemic lupus erythematosus, ankylosing spondylitis, systemic sclerosis, Sjogren's syndrome, polymyositis or dermatomyositis); systemic anaphylaxis or 30 hypersensitivity responses, drug allergies (e.g., to penicillin, cephalosporins), eosinophilia-myalgia syndrome due to the ingestion of contaminated tryptophan, insect sting allergies; autoimmune diseases, such as rheumatoid arthritis, psoriatic arthritis, multiple

sclerosis, systemic lupus erythematosus, myasthenia gravis, juvenile onset diabetes; glomerulonephritis, autoimmune thyroiditis, Behcet's disease; graft rejection (e.g., in transplantation), including allograft rejection  
5 or graft-versus-host disease; inflammatory bowel diseases, such as Crohn's disease and ulcerative colitis; spondyloarthropathies; scleroderma; psoriasis (including T-cell mediated psoriasis) and inflammatory dermatoses such as an dermatitis, eczema, atopic dermatitis,  
10 allergic contact dermatitis, urticaria; vasculitis (e.g., necrotizing, cutaneous, and hypersensitivity vasculitis); eosinophilic myositis, eosinophilic fasciitis; cancers with leukocyte infiltration of the skin or organs. Other diseases or conditions in which undesirable inflammatory  
15 responses are to be inhibited can be treated, including, but not limited to, reperfusion injury, atherosclerosis, certain hematologic malignancies, cytokine-induced toxicity (e.g., septic shock, endotoxic shock), polymyositis, dermatomyositis. Infectious diseases or  
20 conditions of human or other species which can be treated with inhibitors of chemokine receptor function, include, but are not limited to, HIV.

Diseases or conditions of humans or other species which can be treated with promoters of chemokine receptor  
25 function, include, but are not limited to:  
immunosuppression, such as that in individuals with immunodeficiency syndromes such as AIDS or other viral infections, individuals undergoing radiation therapy, chemotherapy, therapy for autoimmune disease or drug  
30 therapy (e.g., corticosteroid therapy), which causes immunosuppression; immunosuppression due to congenital deficiency in receptor function or other causes; and infections diseases, such as parasitic diseases, including, but not limited to helminth infections, such

as nematodes (round worms); (Trichuriasis, Enterobiasis, Ascariasis, Hookworm, Strongyloidiasis, Trichinosis, filariasis); trematodes (flukes) (Schistosomiasis, Clonorchiasis), cestodes (tape worms) (Echinococcosis, 5 Taeniasis saginata, Cysticercosis); visceral worms, visceral larva migraines (e.g., *Toxocara*), eosinophilic gastroenteritis (e.g., *Anisaki* sp., *Phocanema* sp.), cutaneous larva migraines (*Ancylostoma braziliense*, *Ancylostoma caninum*). The compounds of the present 10 invention are accordingly useful in the prevention and treatment of a wide variety of inflammatory, infectious and immunoregulatory disorders and diseases.

In addition, treatment of the aforementioned inflammatory, allergic and autoimmune diseases can also 15 be contemplated for promoters of chemokine receptor function if one contemplates the delivery of sufficient compound to cause the loss of receptor expression on cells through the induction of chemokine receptor internalization or delivery of compound in a manner that 20 results in the misdirection of the migration of cells.

In another aspect, the instant invention may be used to evaluate the putative specific agonists or antagonists of a G protein coupled receptor. The present invention is directed to the use of these compounds in the 25 preparation and execution of screening assays for compounds that modulate the activity of chemokine receptors. Furthermore, the compounds of this invention are useful in establishing or determining the binding site of other compounds to chemokine receptors, e.g., by 30 competitive inhibition or as a reference in an assay to compare its known activity to a compound with an unknown activity. When developing new assays or protocols, compounds according to the present invention could be used to test their effectiveness. Specifically, such

compounds may be provided in a commercial kit, for example, for use in pharmaceutical research involving the aforementioned diseases. The compounds of the instant invention are also useful for the evaluation of putative 5 specific modulators of the chemokine receptors. In addition, one could utilize compounds of this invention to examine the specificity of G protein coupled receptors that are not thought to be chemokine receptors, either by serving as examples of compounds which do not bind or as 10 structural variants of compounds active on these receptors which may help define specific sites of interaction.

The compounds of the present invention are used to treat or prevent disorders selected from rheumatoid 15 arthritis, osteoarthritis, septic shock, atherosclerosis, aneurism, fever, cardiovascular effects, haemodynamic shock, sepsis syndrom, post ischemic reperfusion injury, malaria, Crohn's disease, inflammatory bowel diseases, mycobacterial infection, meningitis, psoriasis, 20 congestive heart failure, fibrotic diseases, cachexia, graft rejection, autoimmune diseases, skin inflammatory diseases, multiple sclerosis, radiation damage, hyperoxic alveolar injury, HIV, HIV dementia, non-insulin dependent diabetes melitus, asthma, allergic rhinitis, atopic 25 dermatitis, idiopathic pulmonary fibrosis, bullous pemphigoid, helminthic parasitic infections, allergic colitis, eczema, conjunctivitis, transplantation, familial eosinophilia, eosinophilic cellulitis, eosinophilic pneumonias, eosinophilic fasciitis, 30 eosinophilic gastroenteritis, drug induced eosinophilia, cystic fibrosis, Churg-Strauss syndrome, lymphoma, Hodgkin's disease, colonic carcinoma, Felty's syndrome, sarcoidosis, uveitis, Alzheimer, Glomerulonephritis, and systemic lupus erythematosus.

In another aspect, the compounds are used to treat or prevent inflammatory disorders selected from from rheumatoid arthritis, osteoarthritis, atherosclerosis, aneurism, fever, cardiovascular effects, Crohn's disease, 5 inflammatory bowel diseases, psoriasis, congestive heart failure, multiple sclerosis, autoimmune diseases, skin inflammatory diseases.

In another aspect, the compounds are used to treat or prevent inflammatory disorders selected from 10 rheumatoid arthritis, osteoarthritis, atherosclerosis, Crohn's disease, inflammatory bowel diseases, and multiple sclerosis.

Combined therapy to prevent and treat inflammatory, infectious and immunoregulatory disorders and diseases, 15 including asthma and allergic diseases, as well as autoimmune pathologies such as rheumatoid arthritis and atherosclerosis, and those pathologies noted above is illustrated by the combination of the compounds of this invention and other compounds which are known for such 20 utilities. For example, in the treatment or prevention of inflammation, the present compounds may be used in conjunction with an anti-inflammatory or analgesic agent such as an opiate agonist, a lipoxygenase inhibitor, a cyclooxygenase-2 inhibitor, an interleukin inhibitor, 25 such as an interleukin-1 inhibitor, a tumor necrosis factor inhibitor, an NMDA antagonist, an inhibitor or nitric oxide or an inhibitor of the synthesis of nitric oxide, a non-steroidal anti-inflammatory agent, a phosphodiesterase inhibitor, or a cytokine-suppressing 30 anti-inflammatory agent, for example with a compound such as acetaminophen, aspirin, codeine, fentanyl, ibuprofen, indomethacin, ketorolac, morphine, naproxen, phenacetin, piroxicam, a steroid analgesic, sufentanyl, sunlindac, interferon alpha and the like. Similarly, the instant

compounds may be administered with a pain reliever; a potentiator such as caffeine, an H2-antagonist, simethicone, aluminum or magnesium hydroxide; a decongestant such as phenylephrine, phenylpropanolamine, 5 pseudophedrine, oxymetazoline, ephinephrine, naphazoline, xylometazoline, propylhexedrine, or levodesoxy-ephedrine; and antitussive such as codeine, hydrocodone, caramiphen, carbetapentane, or dextramethorphan; a diuretic; and a sedating or non-sedating antihistamine. Likewise, 10 compounds of the present invention may be used in combination with other drugs that are used in the treatment/prevention/suppression or amelioration of the diseases or conditions for which compound of the present invention are useful. Such other drugs may be 15 administered, by a route and in an amount commonly used therefore, contemporaneously or sequentially with a compound of the present invention. When a compound of the present invention is used contemporaneously with one or more other drugs, a pharmaceutical composition 20 containing such other drugs in addition to the compound of the present invention may be used. Accordingly, the pharmaceutical compositions of the present invention include those that also contain one or more other active ingredients, in addition to a compound of the present 25 invention.

Examples of other active ingredients that may be combined with a compound of the present invention, either administered separately or in the same pharmaceutical compositions, include, but are not limited to: (a) 30 integrin antagonists such as those for selectins, ICAMs and VLA-4; (b) steroids such as beclomethasone, methylprednisolone, betamethasone, prednisone, dexamethasone, and hydrocortisone; (c) immunosuppressants such as cyclosporin, tacrolimus, rapamycin and other FK-

506 type immunosuppressants; (d) antihistamines (H1-histamine antagonists) such as bromopheniramine, chlorpheniramine, dexchlorpheniramine, triprolidine, clemastine, diphenhydramine, diphenylpyraline, 5 tripelennamine, hydroxyzine, methdilazine, promethazine, trimeprazine, azatadine, cyproheptadine, antazoline, pheniramine pyrilamine, astemizole, terfenadine, loratadine, cetirizine, fexofenadine, descarboethoxyloratadine, and the like; (e) non-steroidal 10 anti-asthmatics such as b2-agonists (terbutaline, metaproterenol, fenoterol, isoetharine, albuterol, bitolterol, and pirbuterol), theophylline, cromolyn sodium, atropine, ipratropium bromide, leukotriene antagonists (zafirlukast, montelukast, pranlukast, 15 iralukast, pobilukast, SKB-102,203), leukotriene biosynthesis inhibitors (zileuton, BAY-1005); (f) non-steroidal antiinflammatory agents (NSAIDs) such as propionic acid derivatives (alminoprofen, benzaprofen, bucloxic acid, carprofen, fenbufen, fenoprofen, 20 fluprofen, flurbiprofen, ibuprofen, indoprofen, ketoprofen, mioprofen, naproxen, oxaprozin, pirprofen, pranoprofen, suprofen, tiaprofenic acid, and tioxaprofen), acetic acid derivatives (indomethacin, acemetacin, alclofenac, clidanac, diclofenac, 25 fenclofenac, fenclozic acid, fentiazac, furofenac, ibufenac, isoxepac, oxpinac, sulindac, tiopinac, tolmetin, zidometacin, and zomepirac), fenamic acid derivatives (flufenamic acid, meclofenamic acid, mefenamic acid, niflumic acid and tolfenamic acid), 30 biphenylcarboxylic acid derivatives (diflunisal and flufenisal), oxicams (isoxicam, piroxicam, sudoxicam and tenoxicam), salicylates (acetyl salicylic acid, sulfasalazine) and the pyrazolones (apazone, bezpiperylon, feprazone, mofebutazone, oxyphenbutazone,

phenylbutazone); (g) cyclooxygenase-2 (COX-2) inhibitors; (h) inhibitors of phosphodiesterase type IV (PDE-IV); (I) other antagonists of the chemokine receptors; (j) cholesterol lowering agents such as HMG-COA reductase 5 inhibitors (lovastatin, simvastatin and pravastatin, fluvastatin, atorvastatin, and other statins), sequestrants (cholestyramine and colestipol), nicotinic acid, fenofibric acid derivatives (gemfibrozil, clofibrate, fenofibrate and benzafibrate), and probucol; 10 (k) anti-diabetic agents such as insulin, sulfonylureas, biguanides (metformin),  $\alpha$ -glucosidase inhibitors (acarbose) and glitazones (troglitazone and pioglitazone); (l) preparations of interferons (interferon alpha-2a, interferon-2B, interferon alpha-N3, interferon beta-1a, 15 interferon beta-1b, interferon gamma-1b); (m) antiviral compounds such as efavirenz, nevirapine, indinavir, ganciclovir, lamivudine, famciclovir, and zalcitabine; (o) other compound such as 5-aminosalicylic acid and prodrugs thereof, antimetabolites such as azathioprine 20 and 6-mercaptopurine, and cytotoxic cancer chemotherapeutic agents. The weight ratio of the compound of the present invention to the second active ingredient may be varied and will depend upon the effective doses of each ingredient.

25 Generally, an effective dose of each will be used. Thus, for example, when a compound of the present invention is combined with an NSAID the weight ratio of the compound of the present invention to the NSAID will generally range from about 1000:1 to about 1:1000, or 30 alternatively from about 200:1 to about 1:200. Combinations of a compound of the present invention and other active ingredients will generally also be within the aforementioned range, but in each case, an effective dose of each active ingredient should be used.

The compounds are administered to a mammal in a therapeutically effective amount. By "therapeutically effective amount" it is meant an amount of a compound of Formula I that, when administered alone or in combination 5 with an additional therapeutic agent to a mammal, is effective to prevent or ameliorate the thromboembolic disease condition or the progression of the disease.

Dosage and Formulation

10 The compounds of this invention can be administered in such oral dosage forms as tablets, capsules (each of which includes sustained release or timed release formulations), pills, powders, granules, elixirs, tinctures, suspensions, syrups, and emulsions. They may 15 also be administered in intravenous (bolus or infusion), intraperitoneal, subcutaneous, or intramuscular form, all using dosage forms well known to those of ordinary skill in the pharmaceutical arts. They can be administered alone, but generally will be administered with a 20 pharmaceutical carrier selected on the basis of the chosen route of administration and standard pharmaceutical practice.

The dosage regimen for the compounds of the present invention will, of course, vary depending upon known 25 factors, such as the pharmacodynamic characteristics of the particular agent and its mode and route of administration; the species, age, sex, health, medical condition, and weight of the recipient; the nature and extent of the symptoms; the kind of concurrent treatment; 30 the frequency of treatment; the route of administration, the renal and hepatic function of the patient, and the effect desired. A physician or veterinarian can determine and prescribe the effective amount of the drug

required to prevent, counter, or arrest the progress of the thromboembolic disorder.

By way of general guidance, the daily oral dosage of each active ingredient, when used for the indicated effects, will range between about 0.001 to 1000 mg/kg of body weight, or between about 0.01 to 100 mg/kg of body weight per day, or alternatively, between about 1.0 to 20 mg/kg/day. Intravenously, the doses will range from about 1 to about 10 mg/kg/minute during a constant rate infusion. Compounds of this invention may be administered in a single daily dose, or the total daily dosage may be administered in divided doses of two, three, or four times daily.

Compounds of this invention can be administered in intranasal form via topical use of suitable intranasal vehicles, or via transdermal routes, using transdermal skin patches. When administered in the form of a transdermal delivery system, the dosage administration will, of course, be continuous rather than intermittent throughout the dosage regimen.

The compounds are typically administered in admixture with suitable pharmaceutical diluents, excipients, or carriers (collectively referred to herein as pharmaceutical carriers) suitably selected with respect to the intended form of administration, that is, oral tablets, capsules, elixirs, syrups and the like, and consistent with conventional pharmaceutical practices.

For instance, for oral administration in the form of a tablet or capsule, the active drug component can be combined with an oral, non-toxic, pharmaceutically acceptable, inert carrier such as lactose, starch, sucrose, glucose, methyl cellulose, magnesium stearate, dicalcium phosphate, calcium sulfate, mannitol, sorbitol and the like; for oral administration in liquid form, the

oral drug components can be combined with any oral, non-toxic, pharmaceutically acceptable inert carrier such as ethanol, glycerol, water, and the like. Moreover, when desired or necessary, suitable binders, lubricants, 5 disintegrating agents, and coloring agents can also be incorporated into the mixture. Suitable binders include starch, gelatin, natural sugars such as glucose or beta-lactose, corn sweeteners, natural and synthetic gums such as acacia, tragacanth, or sodium alginate, 10 carboxymethylcellulose, polyethylene glycol, waxes, and the like. Lubricants used in these dosage forms include sodium oleate, sodium stearate, magnesium stearate, sodium benzoate, sodium acetate, sodium chloride, and the like. Disintegrators include, without limitation, 15 starch, methyl cellulose, agar, bentonite, xanthan gum, and the like.

The compounds of the present invention can also be administered in the form of liposome delivery systems, such as small unilamellar vesicles, large unilamellar 20 vesicles, and multilamellar vesicles. Liposomes can be formed from a variety of phospholipids, such as cholesterol, stearylamine, or phosphatidylcholines.

Compounds of the present invention may also be coupled with soluble polymers as targetable drug 25 carriers. Such polymers can include polyvinylpyrrolidone, pyran copolymer, polyhydroxypropylmethacrylamide-phenol, polyhydroxyethylaspartamidephenol, or polyethyleneoxide-polylysine substituted with palmitoyl residues. 30 Furthermore, the compounds of the present invention may be coupled to a class of biodegradable polymers useful in achieving controlled release of a drug, for example, polylactic acid, polyglycolic acid, copolymers of polylactic and polyglycolic acid, polyepsilon

caprolactone, polyhydroxy butyric acid, polyorthoesters, polyacetals, polydihydropyrans, polycyanoacylates, and crosslinked or amphipathic block copolymers of hydrogels. Dosage forms (pharmaceutical compositions) suitable for 5 administration may contain from about 1 milligram to about 100 milligrams of active ingredient per dosage unit. In these pharmaceutical compositions the active ingredient will ordinarily be present in an amount of about 0.5-95% by weight based on the total weight of the 10 composition.

Gelatin capsules may contain the active ingredient and powdered carriers, such as lactose, starch, cellulose derivatives, magnesium stearate, stearic acid, and the like. Similar diluents can be used to make compressed 15 tablets. Both tablets and capsules can be manufactured as sustained release products to provide for continuous release of medication over a period of hours. Compressed tablets can be sugar coated or film coated to mask any unpleasant taste and protect the tablet from the 20 atmosphere, or enteric coated for selective disintegration in the gastrointestinal tract.

Liquid dosage forms for oral administration can contain coloring and flavoring to increase patient acceptance.

In general, water, a suitable oil, saline, aqueous 25 dextrose (glucose), and related sugar solutions and glycols such as propylene glycol or polyethylene glycols are suitable carriers for parenteral solutions.

Solutions for parenteral administration may contain a water soluble salt of the active ingredient, suitable 30 stabilizing agents, and if necessary, buffer substances. Antioxidizing agents such as sodium bisulfite, sodium sulfite, or ascorbic acid, either alone or combined, are suitable stabilizing agents. Also used are citric acid and its salts and sodium EDTA. In addition, parenteral

solutions can contain preservatives, such as benzalkonium chloride, methyl- or propyl-paraben, and chlorobutanol.

Suitable pharmaceutical carriers are described in Remington's Pharmaceutical Sciences, Mack Publishing Company, a standard reference text in this field. Representative useful pharmaceutical dosage-forms for administration of the compounds of this invention can be illustrated as follows:

Capsules

10 A large number of unit capsules can be prepared by filling standard two-piece hard gelatin capsules each with 100 milligrams of powdered active ingredient, 150 milligrams of lactose, 50 milligrams of cellulose, and 6 milligrams magnesium stearate.

15 Soft Gelatin Capsules

A mixture of active ingredient in a digestable oil such as soybean oil, cottonseed oil or olive oil may be prepared and injected by means of a positive displacement pump into gelatin to form soft gelatin capsules containing 100 milligrams of the active ingredient. The capsules should be washed and dried.

Tablets

Tablets may be prepared by conventional procedures so that the dosage unit is 100 milligrams of active ingredient, 0.2 milligrams of colloidal silicon dioxide, 5 milligrams of magnesium stearate, 275 milligrams of microcrystalline cellulose, 11 milligrams of starch and 98.8 milligrams of lactose. Appropriate coatings may be applied to increase palatability or delay absorption.

30 Injectable

A parenteral composition suitable for administration by injection may be prepared by stirring 1.5% by weight of active ingredient in 10% by volume propylene glycol

and water. The solution should be made isotonic with sodium chloride and sterilized.

Suspension

An aqueous suspension can be prepared for oral 5 administration so that each 5 mL contain 100 mg of finely divided active ingredient, 200 mg of sodium carboxymethyl cellulose, 5 mg of sodium benzoate, 1.0 g of sorbitol solution, U.S.P., and 0.025 mL of vanillin.

Where the compounds of this invention are combined with 10 other anticoagulant agents, for example, a daily dosage may be about 0.1 to 100 milligrams of the compound of Formula I and about 1 to 7.5 milligrams of the second anticoagulant, per kilogram of patient body weight. For a tablet dosage form, the compounds of this invention 15 generally may be present in an amount of about 5 to 10 milligrams per dosage unit, and the second anti-coagulant in an amount of about 1 to 5 milligrams per dosage unit. Where two or more of the foregoing second therapeutic agents are administered with the compound of Formula I, 20 generally the amount of each component in a typical daily dosage and typical dosage form may be reduced relative to the usual dosage of the agent when administered alone, in view of the additive or synergistic effect of the therapeutic agents when administered in combination.

25 Particularly when provided as a single dosage unit, the potential exists for a chemical interaction between the combined active ingredients. For this reason, when the compound of Formula I and a second therapeutic agent are combined in a single dosage unit they are formulated such 30 that although the active ingredients are combined in a single dosage unit, the physical contact between the active ingredients is minimized (that is, reduced). For example, one active ingredient may be enteric coated. By enteric coating one of the active ingredients, it is

possible not only to minimize the contact between the combined active ingredients, but also, it is possible to control the release of one of these components in the gastrointestinal tract such that one of these components 5 is not released in the stomach but rather is released in the intestines. One of the active ingredients may also be coated with a material which effects a sustained-release throughout the gastrointestinal tract and also serves to minimize physical contact between the combined 10 active ingredients. Furthermore, the sustained-released component can be additionally enteric coated such that the release of this component occurs only in the intestine. Still another approach would involve the formulation of a combination product in which the one 15 component is coated with a sustained and/or enteric release polymer, and the other component is also coated with a polymer such as a lowviscosity grade of hydroxypropyl methylcellulose (HPMC) or other appropriate materials as known in the art, in order to further 20 separate the active components. The polymer coating serves to form an additional barrier to interaction with the other component.

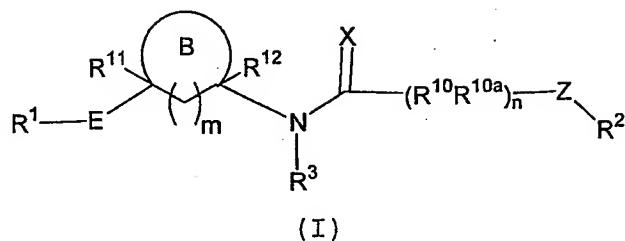
These as well as other ways of minimizing contact between the components of combination products of the 25 present invention, whether administered in a single dosage form or administered in separate forms but at the same time by the same manner, will be readily apparent to those skilled in the art, once armed with the present disclosure.

30 Obviously, numerous modifications and variations of the present invention are possible in light of the above teachings. It is therefore to be understood that within the scope of the appended claims, the invention may be

practiced otherwise than as specifically described herein.

## Claims:

1. A compound of formula (I):



or a stereoisomer or a pharmaceutically acceptable salt thereof, wherein:

10 ring B is a cycloalkyl group of 3 to 8 carbon atoms wherein the cycloalkyl group is saturated or partially unsaturated; or a heterocycle of 3 to 7 atoms wherein the heterocycle is saturated or partially unsaturated, the heterocycle containing a heteroatom selected from -O-, -S-, -S(=O)-, -S(=O)2-, and -N(R<sup>4</sup>)-, the heterocycle optionally containing a -C(O)-; ring B being substituted with 0-2 R<sup>5</sup>;

20 X is selected from O or S;

Z is selected from a bond, -C(O)-, and -C(O)NR<sup>8</sup>-;

E is selected from -S(O)<sub>p</sub>CHR<sup>e</sup>-, -CHR<sup>e</sup>NR<sup>e</sup>-, -C(O)-NR<sup>e</sup>-,

25 -NR<sup>e</sup>C(O)NR<sup>e</sup>-, -SO<sub>2</sub>-NR<sup>e</sup>-, and -NR<sup>e</sup>SO<sub>2</sub>NR;

R<sup>e</sup> is independently selected from H and C<sub>1-3</sub> alkyl;

R<sup>1</sup> is selected from a C<sub>6-10</sub> aryl group substituted with

30 0-5 R<sup>6</sup> and a 5-10 membered heteroaryl system

containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>6</sup>;

5 R<sup>2</sup> is selected from a C<sub>6</sub>-10 aryl group substituted with 0-5 R<sup>7</sup> and a 5-10 membered heteroaryl system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>7</sup>;

10 R<sup>3</sup> is selected from H, methyl, and ethyl;

15 R<sup>4</sup> is selected from H, C<sub>1</sub>-6 alkyl, C<sub>3</sub>-8 alkenyl, C<sub>3</sub>-8 alkynyl, (CRR)<sub>t</sub>OH, (CRR)<sub>t</sub>SH, (CRR)<sub>t</sub>OR<sup>4d</sup>, (CHR)<sub>t</sub>SR<sup>4d</sup>, (CRR)<sub>t</sub>NR<sup>4a</sup>R<sup>4a</sup>, (CRR)<sub>q</sub>C(O)OH, (CRR)<sub>r</sub>C(O)R<sup>4b</sup>, (CRR)<sub>r</sub>C(O)NR<sup>4a</sup>R<sup>4a</sup>, (CRR)<sub>t</sub>OC(O)NR<sup>4a</sup>R<sup>4a</sup>, (CRR)<sub>t</sub>NR<sup>4a</sup>C(O)OR<sup>4d</sup>, (CRR)<sub>t</sub>NR<sup>4a</sup>C(O)R<sup>4b</sup>, (CRR)<sub>r</sub>C(O)OR<sup>4d</sup>, (CRR)<sub>t</sub>OC(O)R<sup>4b</sup>, (CRR)<sub>r</sub>S(O)<sub>p</sub>R<sup>4b</sup>, (CRR)<sub>r</sub>S(O)<sub>2</sub>NR<sup>4a</sup>R<sup>4a</sup>, (CRR)<sub>t</sub>NR<sup>4a</sup>S(O)<sub>2</sub>R<sup>4b</sup>, C<sub>1</sub>-6 haloalkyl, a carbocyclic residue substituted with 0-3 R<sup>4e</sup>, and a (CHR)<sub>r</sub>-4-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R<sup>4e</sup>;

25 R<sup>4a</sup>, at each occurrence, is independently selected from H, methyl substituted with 0-1 R<sup>4c</sup>, C<sub>2</sub>-6 alkyl substituted with 0-3 R<sup>4e</sup>, C<sub>3</sub>-8 alkenyl substituted with 0-3 R<sup>4e</sup>, C<sub>3</sub>-8 alkynyl substituted with 0-3 R<sup>4e</sup>, a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3</sub>-10 carbocyclic residue substituted with 0-4 R<sup>4e</sup>, and a (CHR)<sub>r</sub>-4-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R<sup>4e</sup>;

R<sup>4b</sup>, at each occurrence, is selected from H, C<sub>1-6</sub> alkyl substituted with 0-3 R<sup>4e</sup>, C<sub>3-8</sub> alkenyl substituted with 0-3 R<sup>4e</sup>, C<sub>3-8</sub> alkynyl substituted with 0-3 R<sup>4e</sup>, a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-6</sub> carbocyclic residue substituted with 0-2 R<sup>4e</sup>, and a (CHR)<sub>r</sub>-4-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R<sup>4e</sup>;

10 R<sup>4c</sup> is independently selected from -C(O)R<sup>4b</sup>, -C(O)OR<sup>4d</sup>, -C(O)NR<sup>4f</sup>R<sup>4f</sup>, and (CH<sub>2</sub>)<sub>r</sub>phenyl;

15 R<sup>4d</sup>, at each occurrence, is selected from methyl, CF<sub>3</sub>, C<sub>2-6</sub> alkyl substituted with 0-3 R<sup>4e</sup>, C<sub>3-8</sub> alkenyl substituted with 0-3 R<sup>4e</sup>, C<sub>3-8</sub> alkynyl substituted with 0-3 R<sup>4e</sup>, and a C<sub>3-10</sub> carbocyclic residue substituted with 0-3 R<sup>4e</sup>;

20 R<sup>4e</sup>, at each occurrence, is selected from C<sub>1-6</sub> alkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, (CH<sub>2</sub>)<sub>r</sub>C<sub>3-6</sub> cycloalkyl, Cl, F, Br, I, CN, NO<sub>2</sub>, (CF<sub>2</sub>)<sub>r</sub>CF<sub>3</sub>, (CH<sub>2</sub>)<sub>r</sub>OC<sub>1-5</sub> alkyl, OH, SH, (CH<sub>2</sub>)<sub>r</sub>SC<sub>1-5</sub> alkyl, (CH<sub>2</sub>)<sub>r</sub>NR<sup>4f</sup>R<sup>4f</sup>, -C(O)R<sup>4i</sup>, -C(O)OR<sup>4j</sup>, -C(O)NR<sup>4h</sup>R<sup>4h</sup>, -OC(O)NR<sup>4h</sup>R<sup>4h</sup>, -NR<sup>4h</sup>C(O)NR<sup>4h</sup>R<sup>4h</sup>, -NR<sup>4h</sup>C(O)OR<sup>4j</sup>, and (CH<sub>2</sub>)<sub>r</sub>phenyl;

25 R<sup>4f</sup>, at each occurrence, is selected from H, C<sub>1-6</sub> alkyl, C<sub>3-6</sub> cycloalkyl, and phenyl;

30 R<sup>4h</sup>, at each occurrence, is independently selected from H, C<sub>1-6</sub> alkyl, C<sub>3-8</sub> alkenyl, C<sub>3-8</sub> alkynyl, and a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-10</sub> carbocyclic;

$R^{4i}$ , at each occurrence, is selected from H, C<sub>1-6</sub> alkyl, C<sub>3-8</sub> alkenyl, C<sub>3-8</sub> alkynyl, and a  $(CH_2)_r-C_3-6$  carbocyclic residue;

5  $R^{4j}$ , at each occurrence, is selected from CF<sub>3</sub>, C<sub>1-6</sub> alkyl, C<sub>3-8</sub> alkenyl, C<sub>3-8</sub> alkynyl, and a C<sub>3-10</sub> carbocyclic residue;

10  $R^5$ , at each occurrence, is independently selected from H, =O, C<sub>1-6</sub> alkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, (CRR)<sub>r</sub>OH, (CRR)<sub>r</sub>SH, (CRR)<sub>r</sub>OR<sup>5d</sup>, (CRR)<sub>r</sub>SR<sup>5d</sup>, (CRR)<sub>r</sub>NR<sup>5a</sup>R<sup>5a</sup>, (CRR)<sub>r</sub>C(O)OH, (CRR)<sub>r</sub>C(O)R<sup>5b</sup>, (CRR)<sub>r</sub>C(O)NR<sup>5a</sup>R<sup>5a</sup>, (CRR)<sub>r</sub>NR<sup>5a</sup>C(O)R<sup>5b</sup>, (CRR)<sub>r</sub>NR<sup>5a</sup>C(S)R<sup>5b</sup>, (CRR)<sub>r</sub>OC(O)NR<sup>5a</sup>R<sup>5a</sup>, (CRR)<sub>r</sub>NR<sup>5a</sup>C(O)OR<sup>5d</sup>, 15 (CRR)<sub>r</sub>NR<sup>5a</sup>C(O)NR<sup>5a</sup>R<sup>5a</sup>, (CRR)<sub>r</sub>NR<sup>5a</sup>C(O)H, (CRR)<sub>r</sub>C(O)OR<sup>5d</sup>, (CRR)<sub>r</sub>OC(O)R<sup>5b</sup>, (CRR)<sub>r</sub>S(O)<sub>p</sub>R<sup>5b</sup>, (CRR)<sub>r</sub>S(O)<sub>2</sub>NR<sup>5a</sup>R<sup>5a</sup>, (CRR)<sub>r</sub>NR<sup>5a</sup>S(O)<sub>2</sub>R<sup>5b</sup>, (CRR)<sub>r</sub>NR<sup>5a</sup>S(O)<sub>2</sub>NR<sup>5a</sup>R<sup>5a</sup>, (CRR)<sub>r</sub>NHC(=NR<sup>5f</sup>)NR<sup>5f</sup>R<sup>5f</sup>, C<sub>1-6</sub> haloalkyl, a (CRR)<sub>r</sub>-C<sub>3-10</sub> carbocyclic residue 20 substituted with 0-3 R<sup>5c</sup>, and a (CRR)<sub>r</sub>-4-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R<sup>5c</sup>;

25  $R^{5a}$ , at each occurrence, is independently selected from H, methyl substituted with 0-1 R<sup>5g</sup>, C<sub>2-6</sub> alkyl substituted with 0-2 R<sup>5e</sup>, C<sub>3-8</sub> alkenyl substituted with 0-2 R<sup>5e</sup>, a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-10</sub> carbocyclic residue substituted with 0-5 R<sup>5e</sup>, C<sub>2-6</sub> haloalkyl, and a (CH<sub>2</sub>)<sub>r</sub>-5-10 membered 30 heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>5e</sup>;

5           R<sup>5b</sup>, at each occurrence, is selected from C<sub>1-6</sub> alkyl substituted with 0-3 R<sup>5e</sup>, C<sub>3-8</sub> alkenyl substituted with 0-2 R<sup>5e</sup>, C<sub>3-8</sub> alkynyl substituted with 0-2 R<sup>5e</sup>, a (CH<sub>2</sub>)<sub>r</sub>C<sub>3-6</sub> carbocyclic residue substituted with 0-2 R<sup>5e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>5e</sup>;

10          R<sup>5c</sup>, at each occurrence, is selected from C<sub>1-6</sub> alkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, (CH<sub>2</sub>)<sub>r</sub>C<sub>3-6</sub> cycloalkyl, Cl, Br, I, F, (CF<sub>2</sub>)<sub>r</sub>CF<sub>3</sub>, NO<sub>2</sub>, CN, (CH<sub>2</sub>)<sub>r</sub>NR<sup>5f</sup>R<sup>5f</sup>, (CH<sub>2</sub>)<sub>r</sub>OH, (CH<sub>2</sub>)<sub>r</sub>OC<sub>1-4</sub> alkyl, (CH<sub>2</sub>)<sub>r</sub>SC<sub>1-4</sub> alkyl, (CH<sub>2</sub>)<sub>r</sub>C(O)OH, (CH<sub>2</sub>)<sub>r</sub>C(O)R<sup>5b</sup>, (CH<sub>2</sub>)<sub>r</sub>C(O)NR<sup>5f</sup>R<sup>5f</sup>, (CH<sub>2</sub>)<sub>r</sub>OC(O)NR<sup>5f</sup>R<sup>5f</sup>, 15          (CH<sub>2</sub>)<sub>r</sub>NR<sup>5f</sup>C(O)R<sup>5b</sup>, (CH<sub>2</sub>)<sub>r</sub>C(O)OC<sub>1-4</sub> alkyl, (CH<sub>2</sub>)<sub>r</sub>NR<sup>5f</sup>C(O)OC<sub>1-4</sub> alkyl, (CH<sub>2</sub>)<sub>r</sub>OC(O)R<sup>5b</sup>, (CH<sub>2</sub>)<sub>r</sub>C(=NR<sup>5f</sup>)NR<sup>5f</sup>R<sup>5f</sup>, (CH<sub>2</sub>)<sub>r</sub>S(O)<sub>p</sub>R<sup>5b</sup>, (CH<sub>2</sub>)<sub>r</sub>NHC(=NR<sup>5f</sup>)NR<sup>5f</sup>R<sup>5f</sup>, (CH<sub>2</sub>)<sub>r</sub>S(O)<sub>2</sub>NR<sup>5f</sup>R<sup>5f</sup>, (CH<sub>2</sub>)<sub>r</sub>NR<sup>5f</sup>S(O)<sub>2</sub>R<sup>5b</sup>, and (CH<sub>2</sub>)<sub>r</sub>phenyl substituted with 20          0-3 R<sup>5e</sup>;

25          R<sup>5d</sup>, at each occurrence, is selected from methyl, CF<sub>3</sub>, C<sub>2-6</sub> alkyl substituted with 0-2 R<sup>5e</sup>, C<sub>3-8</sub> alkenyl substituted with 0-2 R<sup>5e</sup>, C<sub>3-8</sub> alkynyl substituted with 0-2 R<sup>5e</sup>, and a C<sub>3-10</sub> carbocyclic residue substituted with 0-3 R<sup>5e</sup>;

30          R<sup>5e</sup>, at each occurrence, is selected from C<sub>1-6</sub> alkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, C<sub>3-6</sub> cycloalkyl, Cl, F, Br, I, CN, NO<sub>2</sub>, (CF<sub>2</sub>)<sub>r</sub>CF<sub>3</sub>, (CH<sub>2</sub>)<sub>r</sub>OC<sub>1-5</sub> alkyl, OH, SH, (CH<sub>2</sub>)<sub>r</sub>SC<sub>1-5</sub> alkyl, (CH<sub>2</sub>)<sub>r</sub>NR<sup>5f</sup>R<sup>5f</sup>, and (CH<sub>2</sub>)<sub>r</sub>phenyl;

$R^{5f}$ , at each occurrence, is selected from H, C<sub>1-6</sub> alkyl, and C<sub>3-6</sub> cycloalkyl;

5 R<sup>5g</sup> is independently selected from -C(O)R<sup>5b</sup>, -C(O)OR<sup>5d</sup>, -C(O)NR<sup>5f</sup>R<sup>5f</sup>, and (CH<sub>2</sub>)<sub>r</sub>phenyl;

10 R, at each occurrence, is selected from H, C<sub>1-6</sub> alkyl substituted with R<sup>5e</sup>, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, (CH<sub>2</sub>)<sub>r</sub>C<sub>3-6</sub> cycloalkyl, and (CH<sub>2</sub>)<sub>r</sub>phenyl substituted with R<sup>5e</sup>;

15 R<sup>6</sup>, at each occurrence, is selected from C<sub>1-8</sub> alkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, (CH<sub>2</sub>)<sub>r</sub>C<sub>3-6</sub> cycloalkyl, Cl, Br, I, F, NO<sub>2</sub>, CN, (CR'R')<sub>r</sub>NR<sup>6a</sup>R<sup>6a</sup>, (CR'R')<sub>r</sub>OH, (CR'R')<sub>r</sub>O(CR'R')<sub>r</sub>R<sup>6d</sup>, (CR'R')<sub>r</sub>SH, (CR'R')<sub>r</sub>C(O)H, (CR'R')<sub>r</sub>S(CR'R')<sub>r</sub>R<sup>6d</sup>, (CR'R')<sub>r</sub>SC(O)(CR'R')<sub>r</sub>R<sup>6b</sup>, (CR'R')<sub>r</sub>C(O)OH, (CR'R')<sub>r</sub>C(O)(CR'R')<sub>r</sub>R<sup>6b</sup>, (CR'R')<sub>r</sub>NR<sup>6a</sup>R<sup>6a</sup>, (CR'R')<sub>r</sub>C(O)NR<sup>6a</sup>R<sup>6a</sup>, (CR'R')<sub>r</sub>NR<sup>6f</sup>C(O)(CR'R')<sub>r</sub>R<sup>6b</sup>, (CR'R')<sub>r</sub>C(O)O(CR'R')<sub>r</sub>R<sup>6d</sup>, (CR'R')<sub>r</sub>OC(O)(CR'R')<sub>r</sub>R<sup>6b</sup>, (CR'R')<sub>r</sub>OC(O)NR<sup>6a</sup>(CR'R')<sub>r</sub>R<sup>6d</sup>, (CR'R')<sub>r</sub>NR<sup>6a</sup>C(O)NR<sup>6a</sup>(CR'R')<sub>r</sub>R<sup>6d</sup>, (CR'R')<sub>r</sub>NR<sup>6a</sup>C(S)NR<sup>6a</sup>(CR'R')<sub>r</sub>R<sup>6d</sup>, (CR'R')<sub>r</sub>NR<sup>6f</sup>C(O)O(CR'R')<sub>r</sub>R<sup>6b</sup>, (CR'R')<sub>r</sub>C(=NR<sup>6f</sup>)NR<sup>6a</sup>R<sup>6a</sup>, (CR'R')<sub>r</sub>NHC(=NR<sup>6f</sup>)NR<sup>6f</sup>R<sup>6f</sup>, (CR'R')<sub>r</sub>S(O)<sub>p</sub>(CR'R')<sub>r</sub>R<sup>6b</sup>, (CR'R')<sub>r</sub>S(O)<sub>2</sub>NR<sup>6a</sup>R<sup>6a</sup>, (CR'R')<sub>r</sub>NR<sup>6f</sup>S(O)<sub>2</sub>NR<sup>6a</sup>R<sup>6a</sup>, (CR'R')<sub>r</sub>NR<sup>6f</sup>S(O)<sub>2</sub>(CR'R')<sub>r</sub>R<sup>6b</sup>, C<sub>1-6</sub> haloalkyl, C<sub>2-8</sub> alkenyl substituted with 0-3 R', C<sub>2-8</sub> alkynyl substituted with 0-3 R', (CR'R')<sub>r</sub>phenyl substituted

with 0-3 R<sup>6e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-6 membered heterocyclic system containing 1-2 heteroatoms selected from N, O, and S, substituted with 0-2 R<sup>6e</sup>;

5 alternatively, two R<sup>6</sup> on adjacent atoms on R<sup>1</sup> may join to form a cyclic acetal;

R<sup>6a</sup>, at each occurrence, is selected from H, methyl substituted with 0-1 R<sup>6g</sup>, C<sub>2-6</sub> alkyl substituted with 0-2 R<sup>6e</sup>, C<sub>3-8</sub> alkenyl substituted with 0-2 R<sup>6e</sup>, C<sub>3-8</sub> alkynyl substituted with 0-2 R<sup>6e</sup>, a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-10</sub> carbocyclic residue substituted with 0-5 R<sup>6e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R<sup>6e</sup>;

R<sup>6b</sup>, at each occurrence, is selected from H, C<sub>1-6</sub> alkyl substituted with 0-2 R<sup>6e</sup>, C<sub>3-8</sub> alkenyl substituted with 0-2 R<sup>6e</sup>, C<sub>3-8</sub> alkynyl substituted with 0-2 R<sup>6e</sup>, a (CH<sub>2</sub>)<sub>r</sub>C<sub>3-6</sub> carbocyclic residue substituted with 0-3 R<sup>6e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R<sup>6e</sup>;

R<sup>6d</sup>, at each occurrence, is selected from C<sub>3-8</sub> alkenyl substituted with 0-2 R<sup>6e</sup>, C<sub>3-8</sub> alkynyl substituted with 0-2 R<sup>6e</sup>, methyl, CF<sub>3</sub>, C<sub>2-6</sub> alkyl substituted with 0-3 R<sup>6e</sup>, C<sub>2-4</sub> haloalkyl, a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-10</sub> carbocyclic residue substituted with 0-3 R<sup>6e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-6 membered heterocyclic system containing

1-4 heteroatoms selected from N, O, and S,  
substituted with 0-3 R<sup>6e</sup>;

5 R<sup>6e</sup>, at each occurrence, is selected from C<sub>1-6</sub> alkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, (CH<sub>2</sub>)<sub>r</sub>C<sub>3-6</sub> cycloalkyl, Cl, F, Br, I, CN, NO<sub>2</sub>, (CF<sub>2</sub>)<sub>r</sub>CF<sub>3</sub>, (CH<sub>2</sub>)<sub>r</sub>OC<sub>1-5</sub> alkyl, OH, SH, (CH<sub>2</sub>)<sub>r</sub>SC<sub>1-5</sub> alkyl, (CH<sub>2</sub>)<sub>r</sub>NR<sup>6f</sup>R<sup>6f</sup>, and (CH<sub>2</sub>)<sub>r</sub>phenyl;

10 R<sup>6f</sup>, at each occurrence, is selected from H, C<sub>1-5</sub> alkyl, and C<sub>3-6</sub> cycloalkyl, and phenyl;

R<sup>6g</sup> is independently selected from -C(O)R<sup>6b</sup>, -C(O)OR<sup>6d</sup>, -C(O)NR<sup>6f</sup>R<sup>6f</sup>, and (CH<sub>2</sub>)<sub>r</sub>phenyl;

15 R<sup>7</sup>, at each occurrence, is selected from C<sub>1-8</sub> alkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, (CH<sub>2</sub>)<sub>r</sub>C<sub>3-6</sub> cycloalkyl, Cl, Br, I, F, NO<sub>2</sub>, CN, (CR'R')<sub>r</sub>NR<sup>7a</sup>R<sup>7a</sup>, (CR'R')<sub>r</sub>OH, (CR'R')<sub>r</sub>O(CR'R')<sub>r</sub>R<sup>7d</sup>, (CR'R')<sub>r</sub>SH, (CR'R')<sub>r</sub>C(O)H, (CR'R')<sub>r</sub>S(CR'R')<sub>r</sub>R<sup>7d</sup>, (CR'R')<sub>r</sub>C(O)OH, (CR'R')<sub>r</sub>C(O)(CR'R')<sub>r</sub>R<sup>7b</sup>, (CR'R')<sub>r</sub>C(O)NR<sup>7a</sup>R<sup>7a</sup>, (CR'R')<sub>r</sub>NR<sup>7f</sup>C(O)(CR'R')<sub>r</sub>R<sup>7b</sup>, (CR'R')<sub>r</sub>C(O)O(CR'R')<sub>r</sub>R<sup>7d</sup>, (CR'R')<sub>r</sub>OC(O)(CR'R')<sub>r</sub>R<sup>7b</sup>, (CR'R')<sub>r</sub>OC(O)NR<sup>7a</sup>(CR'R')<sub>r</sub>R<sup>7a</sup>, (CR'R')<sub>r</sub>NR<sup>7a</sup>C(O)NR<sup>7a</sup>(CR'R')<sub>r</sub>R<sup>7a</sup>, (CR'R')<sub>r</sub>NR<sup>7f</sup>C(O)O(CR'R')<sub>r</sub>R<sup>7d</sup>, (CR'R')<sub>r</sub>C(=NR<sup>7f</sup>)NR<sup>7a</sup>R<sup>7a</sup>, (CR'R')<sub>r</sub>NHC(=NR<sup>7f</sup>)NR<sup>7f</sup>R<sup>7f</sup>, (CR'R')<sub>r</sub>S(O)<sub>p</sub>(CR'R')<sub>r</sub>R<sup>7b</sup>, (CR'R')<sub>r</sub>S(O)<sub>2</sub>NR<sup>7a</sup>R<sup>7a</sup>, (CR'R')<sub>r</sub>NR<sup>7a</sup>S(O)<sub>2</sub>NR<sup>7a</sup>R<sup>7a</sup>, (CR'R')<sub>r</sub>NR<sup>7f</sup>S(O)<sub>2</sub>(CR'R')<sub>r</sub>R<sup>7b</sup>, C<sub>1-6</sub> haloalkyl, C<sub>2-8</sub> alkenyl substituted with 0-3 R', C<sub>2-8</sub> alkynyl substituted with 0-3 R', and (CR'R')<sub>r</sub>phenyl substituted with 0-3 R<sup>7e</sup>;

alternatively, two R<sup>7</sup> on adjacent atoms on R<sup>2</sup> may join to form a cyclic acetal;

5 R<sup>7a</sup>, at each occurrence, is independently selected from H, methyl substituted with 0-1 R<sup>7g</sup>, C<sub>2-6</sub> alkyl substituted with 0-2 R<sup>7e</sup>, C<sub>3-8</sub> alkenyl substituted with 0-2 R<sup>7e</sup>, C<sub>3-8</sub> alkynyl substituted with 0-2 R<sup>7e</sup>, a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-10</sub> carbocyclic residue substituted with 10 0-5 R<sup>7e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R<sup>7e</sup>;

15 R<sup>7b</sup>, at each occurrence, is selected from C<sub>1-6</sub> alkyl substituted with 0-2 R<sup>7e</sup>, C<sub>3-8</sub> alkenyl substituted with 0-2 R<sup>7e</sup>, C<sub>3-8</sub> alkynyl substituted with 0-2 R<sup>7e</sup>, a (CH<sub>2</sub>)<sub>r</sub>C<sub>3-6</sub> carbocyclic residue substituted with 0-3 R<sup>7e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and 20 S, substituted with 0-2 R<sup>7e</sup>;

25 R<sup>7d</sup>, at each occurrence, is selected from C<sub>3-8</sub> alkenyl substituted with 0-2 R<sup>7e</sup>, C<sub>3-8</sub> alkynyl substituted with 0-2 R<sup>7e</sup>, methyl, CF<sub>3</sub>, C<sub>2-4</sub> haloalkyl, C<sub>2-6</sub> alkyl substituted with 0-3 R<sup>7e</sup>, a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-10</sub> carbocyclic residue substituted with 0-3 R<sup>7e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>7e</sup>;

R<sup>7e</sup>, at each occurrence, is selected from C<sub>1-6</sub> alkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, (CH<sub>2</sub>)<sub>r</sub>C<sub>3-6</sub> cycloalkyl, Cl, F, Br, I, CN, NO<sub>2</sub>, (CF<sub>2</sub>)<sub>r</sub>CF<sub>3</sub>, (CH<sub>2</sub>)<sub>r</sub>OC<sub>1-5</sub> alkyl, OH, SH, C(O)OC<sub>1-5</sub> alkyl, (CH<sub>2</sub>)<sub>r</sub>SC<sub>1-5</sub> alkyl, (CH<sub>2</sub>)<sub>r</sub>NR<sup>7f</sup>R<sup>7f</sup>, and (CH<sub>2</sub>)<sub>r</sub>phenyl;

5

R<sup>7f</sup>, at each occurrence, is selected from H, C<sub>1-5</sub> alkyl, and C<sub>3-6</sub> cycloalkyl, and phenyl;

10 R<sup>7g</sup> is independently selected from -C(O)R<sup>7b</sup>, -C(O)OR<sup>7d</sup>, -C(O)NR<sup>7f</sup>R<sup>7f</sup>, and (CH<sub>2</sub>)<sub>r</sub>phenyl;

15 R', at each occurrence, is selected from H, C<sub>1-6</sub> alkyl substituted with R<sup>6e</sup>, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, (CH<sub>2</sub>)<sub>r</sub>C<sub>3-6</sub> cycloalkyl, and (CH<sub>2</sub>)<sub>r</sub>phenyl substituted with R<sup>6e</sup>;

R<sup>8</sup> is selected from H, C<sub>1-4</sub> alkyl, and C<sub>3-4</sub> cycloalkyl;

20 R<sup>10</sup> and R<sup>10a</sup> are independently selected from H, and C<sub>1-4</sub> alkyl substituted with 0-1 R<sup>10b</sup>,

alternatively, R<sup>10</sup> and R<sup>10a</sup> can join to form a C<sub>3-6</sub> cycloalkyl;

25

R<sup>10b</sup>, at each occurrence, is independently selected from -OH, -SH, -NR<sup>10c</sup>R<sup>10c</sup>, -C(O)NR<sup>10c</sup>R<sup>10c</sup>, and -NHC(O)R<sup>10c</sup>;

R<sup>10c</sup> is selected from H, C<sub>1-4</sub> alkyl and C<sub>3-6</sub> cycloalkyl;

30

$R^{11}$  is selected from H,  $C_{1-4}$  alkyl,  $(CHR)_qOH$ ,  $(CHR)_qSH$ ,  $(CHR)_qOR^{11d}$ ,  $(CHR)_qS(O)_pR^{11d}$ ,  $(CHR)_rC(O)R^{11b}$ ,  $(CHR)_rNR^{11a}R^{11a}$ ,  $(CHR)_rC(O)NR^{11a}R^{11a}$ ,  $(CHR)_rC(O)NR^{11a}OR^{11d}$ ,  $(CHR)_qNR^{11a}C(O)R^{11b}$ ,  $(CHR)_qNR^{11a}C(O)OR^{11d}$ ,  $(CHR)_qOC(O)NR^{11a}R^{11a}$ ,  $(CHR)_rC(O)OR^{11d}$ , a  $(CHR)_r-C_{3-6}$  carbocyclic residue substituted with 0-5  $R^{11e}$ , and a  $(CHR)_r-5-10$  membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3  $R^{11e}$ ;

10

$R^{11a}$ , at each occurrence, is independently selected from H,  $C_{1-4}$  alkyl,  $C_{3-4}$  alkenyl,  $C_{3-4}$  alkynyl,  $(CH_2)_rC_{3-6}$  cycloalkyl, a  $(CH_2)_r-C_{3-6}$  carbocyclic residue substituted with 0-5  $R^{11e}$ , and a  $(CH_2)_r-5-6$  membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3  $R^{11e}$ ;

15

$R^{11b}$ , at each occurrence, is independently selected from  $C_{1-4}$  alkyl,  $C_{2-4}$  alkenyl,  $C_{2-4}$  alkynyl, a  $(CH_2)_r-C_{3-6}$  carbocyclic residue substituted with 0-2  $R^{11e}$ , and a  $(CH_2)_r-5-6$  membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3  $R^{11e}$ ;

20

25  $R^{11d}$ , at each occurrence, is independently selected from H, methyl,  $-CF_3$ ,  $C_{2-4}$  alkyl,  $C_{3-6}$  alkenyl,  $C_{3-6}$  alkynyl, a  $C_{3-6}$  carbocyclic residue substituted with 0-3  $R^{11e}$ , and a  $(CH_2)_r-5-6$  membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3  $R^{11e}$ ;

30

R<sup>11e</sup>, at each occurrence, is selected from C<sub>1-6</sub> alkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, C<sub>3-6</sub> cycloalkyl, Cl, F, Br, I, CN, NO<sub>2</sub>, (CF<sub>2</sub>)<sub>r</sub>CF<sub>3</sub>, (CH<sub>2</sub>)<sub>r</sub>OC<sub>1-5</sub> alkyl, OH, -O-C<sub>1-6</sub> alkyl, SH, (CH<sub>2</sub>)<sub>r</sub>SC<sub>1-5</sub> alkyl, (CH<sub>2</sub>)<sub>r</sub>NR<sup>11f</sup>R<sup>11f</sup>, and (CH<sub>2</sub>)<sub>r</sub>phenyl;

R<sup>11f</sup>, at each occurrence, is selected from H, C<sub>1-6</sub> alkyl, and C<sub>3-6</sub> cycloalkyl;

10 R<sup>12</sup> is selected from H, C<sub>1-4</sub> alkyl, (CHR)<sub>q</sub>OH, (CHR)<sub>q</sub>SH, (CHR)<sub>q</sub>OR<sup>12d</sup>, (CHR)<sub>q</sub>S(O)<sub>p</sub>R<sup>12d</sup>, (CHR)<sub>r</sub>C(O)R<sup>12b</sup>, (CHR)<sub>r</sub>NR<sup>12a</sup>R<sup>12a</sup>, (CHR)<sub>r</sub>C(O)NR<sup>12a</sup>R<sup>12a</sup>, (CHR)<sub>r</sub>C(O)NR<sup>12a</sup>OR<sup>12d</sup>, (CHR)<sub>q</sub>NR<sup>12a</sup>C(O)R<sup>12b</sup>, (CHR)<sub>q</sub>NR<sup>12a</sup>C(O)OR<sup>12d</sup>, (CHR)<sub>q</sub>OC(O)NR<sup>12a</sup>R<sup>12a</sup>, (CHR)<sub>r</sub>C(O)OR<sup>12d</sup>, a (CHR)<sub>r</sub>-C<sub>3-6</sub> carbocyclic residue substituted with 0-5 R<sup>12e</sup>, and a (CHR)<sub>r</sub>-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>12e</sup>;

20 R<sup>12a</sup>, at each occurrence, is independently selected from H, C<sub>1-4</sub> alkyl, C<sub>3-4</sub> alkenyl, C<sub>3-4</sub> alkynyl, (CH<sub>2</sub>)<sub>r</sub>C<sub>3-6</sub> cycloalkyl, a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-6</sub> carbocyclic residue substituted with 0-5 R<sup>12e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>12e</sup>;

25 R<sup>12b</sup>, at each occurrence, is independently selected from C<sub>1-4</sub> alkyl, C<sub>2-4</sub> alkenyl, C<sub>2-4</sub> alkynyl, a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-6</sub> carbocyclic residue substituted with 0-2 R<sup>12e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-6 membered heterocyclic system containing

1-4 heteroatoms selected from N, O, and S,  
substituted with 0-3 R<sup>12e</sup>;

5 R<sup>12d</sup>, at each occurrence, is independently selected from  
H, methyl, -CF<sub>3</sub>, C<sub>2-4</sub> alkyl, C<sub>3-6</sub> alkenyl, C<sub>3-6</sub>  
alkynyl, a C<sub>3-6</sub> carbocyclic residue substituted with  
0-3 R<sup>12e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-6 membered heterocyclic  
system containing 1-4 heteroatoms selected from N,  
O, and S, substituted with 0-3 R<sup>12e</sup>;

10 15 R<sup>12e</sup>, at each occurrence, is selected from C<sub>1-6</sub> alkyl, C<sub>2-8</sub>  
alkenyl, C<sub>2-8</sub> alkynyl, C<sub>3-6</sub> cycloalkyl, Cl, F, Br, I,  
CN, NO<sub>2</sub>, (CF<sub>2</sub>)<sub>r</sub>CF<sub>3</sub>, (CH<sub>2</sub>)<sub>r</sub>OC<sub>1-5</sub> alkyl, OH, -O-C<sub>1-6</sub>  
alkyl, SH, (CH<sub>2</sub>)<sub>r</sub>SC<sub>1-5</sub> alkyl, (CH<sub>2</sub>)<sub>r</sub>NR<sup>12f</sup>R<sup>12f</sup>, and  
(CH<sub>2</sub>)<sub>r</sub>phenyl;

20 R<sup>12f</sup>, at each occurrence, is selected from H, C<sub>1-6</sub> alkyl,  
and C<sub>3-6</sub> cycloalkyl;

25 m is selected from 0 and 1;

n is selected from 1 and 2;

20 p, at each occurrence, is independently selected from 0,  
1, and 2;

25 q, at each occurrence, is independently selected from 1,  
2, 3, and 4;

30 r, at each occurrence, is independently selected from 0,  
1, 2, 3, and 4; and

t, at each occurrence, is independently selected from 2, 3, and 4.

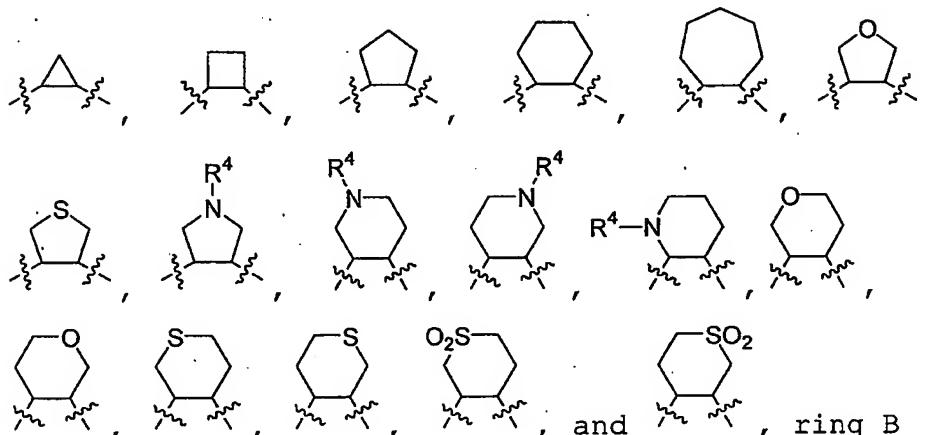
2. The compound of claim 1, wherein

5

m is 0.

10 3. The compound of claims 1-2, wherein:

ring B is selected from



15 being optionally substituted with 0-1 R5; and

R11 and R12 are H.

20 4. The compounds of claims 1-3, wherein:

25 R5, at each occurrence, is independently selected from H, C1-6 alkyl, C2-8 alkenyl, C2-8 alkynyl, (CRR)<sub>r</sub>OH, (CRR)<sub>r</sub>SH, (CRR)<sub>r</sub>OR<sup>5d</sup>, (CRR)<sub>r</sub>SR<sup>5d</sup>, (CRR)<sub>r</sub>NR<sup>5a</sup>R<sup>5a</sup>, (CRR)<sub>r</sub>C(O)OH, (CRR)<sub>r</sub>C(O)R<sup>5b</sup>, (CRR)<sub>r</sub>C(O)NR<sup>5a</sup>R<sup>5a</sup>, (CRR)<sub>r</sub>NR<sup>5a</sup>C(O)R<sup>5b</sup>, (CRR)<sub>r</sub>NR<sup>5a</sup>C(O)OR<sup>5d</sup>, (CRR)<sub>r</sub>OC(O)NR<sup>5a</sup>R<sup>5a</sup>, (CHR)<sub>r</sub>NR<sup>5a</sup>C(O)NR<sup>5a</sup>R<sup>5a</sup>, CRR(CRR)<sub>r</sub>NR<sup>5a</sup>C(O)H, (CRR)<sub>r</sub>C(O)OR<sup>5b</sup>, (CRR)<sub>r</sub>OC(O)R<sup>5b</sup>,

(CRR)<sub>r</sub>S(O)<sub>p</sub>R<sup>5b</sup>, (CRR)<sub>r</sub>S(O)<sub>2</sub>NR<sup>5a</sup>R<sup>5a</sup>, (CRR)<sub>r</sub>NR<sup>5a</sup>S(O)<sub>2</sub>R<sup>5b</sup>,  
and C<sub>1-6</sub> haloalkyl;

R<sup>5a</sup>, at each occurrence, is independently selected from H,  
5       methyl, C<sub>1-6</sub> alkyl substituted with 0-2 R<sup>5e</sup> wherein  
the alkyl is selected from ethyl, propyl, i-propyl,  
butyl, i-butyl, pentyl, hexyl, C<sub>3</sub> alkenyl substituted  
with 0-1 R<sup>5e</sup>, wherein the alkenyl is selected from  
allyl, C<sub>3</sub> alkynyl substituted with 0-1 R<sup>5e</sup> wherein  
10      the alkynyl is selected from propynyl, and a  
(CH<sub>2</sub>)<sub>r</sub>-C<sub>3-4</sub> carbocyclic residue substituted with 0-5  
R<sup>5e</sup>, wherein the carbocyclic residue is selected from  
cyclopropyl, and cyclobutyl;

15      R<sup>5b</sup>, at each occurrence, is selected from C<sub>1-6</sub> alkyl  
substituted with 0-2 R<sup>5e</sup>, wherein the alkyl is  
selected from methyl, ethyl, propyl, i-propyl,  
butyl, i-butyl, pentyl, and hexyl, a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-4</sub>  
carbocyclic residue substituted with 0-2 R<sup>5e</sup>, wherein  
20      the carbocyclic residue is selected from  
cyclopropyl, and cyclobutyl; and

R<sup>5d</sup>, at each occurrence, is selected from methyl, CF<sub>3</sub>,  
C<sub>2-6</sub> alkyl substituted with 0-2 R<sup>5e</sup>, wherein the  
25      alkyl is selected from methyl, ethyl, propyl,  
i-propyl, butyl, i-butyl, pentyl, and hexyl, C<sub>3-8</sub>  
alkenyl, C<sub>3-8</sub> alkynyl, and a C<sub>3-10</sub> carbocyclic  
residue substituted with 0-3 R<sup>5e</sup>.

30      5. The compound of claims 1-4, wherein:

R<sup>4</sup> is selected from H, C<sub>1-6</sub> alkyl, C<sub>3-8</sub> alkenyl, C<sub>3-8</sub> alkynyl, (CRR)<sub>q</sub>OH, (CRR)<sub>t</sub>SH, (CRR)<sub>t</sub>OR<sup>4d</sup>, (CRR)<sub>t</sub>SR<sup>4d</sup>, (CRR)<sub>t</sub>NR<sup>4a</sup>R<sup>4a</sup>, (CRR)<sub>q</sub>C(O)OH, (CRR)<sub>r</sub>C(O)R<sup>4b</sup>, (CRR)<sub>r</sub>C(O)NR<sup>4a</sup>R<sup>4a</sup>, (CRR)<sub>t</sub>NR<sup>4a</sup>C(O)R<sup>4b</sup>, (CRR)<sub>t</sub>OC(O)NR<sup>4a</sup>R<sup>4a</sup>, (CRR)<sub>t</sub>NR<sup>4a</sup>C(O)OR<sup>4d</sup>, (CRR)<sub>t</sub>NR<sup>4a</sup>C(O)R<sup>4b</sup>, (CRR)<sub>r</sub>C(O)OR<sup>4b</sup>, (CRR)<sub>t</sub>OC(O)R<sup>4b</sup>, (CRR)<sub>r</sub>S(O)<sub>p</sub>R<sup>4b</sup>, (CRR)<sub>r</sub>S(O)<sub>2</sub>NR<sup>4a</sup>R<sup>4a</sup>, (CRR)<sub>r</sub>NR<sup>4a</sup>S(O)<sub>2</sub>R<sup>4b</sup>;

R, at each occurrence, is independently selected from H, 10 methyl, ethyl, propyl, allyl, propynyl, (CH<sub>2</sub>)<sub>r</sub>C<sub>3-6</sub> cycloalkyl, and (CH<sub>2</sub>)<sub>r</sub>phenyl substituted with R<sup>6e</sup>;

R<sup>5</sup>, at each occurrence, is independently selected from H, methyl, ethyl, propyl, i-propyl, butyl, i-butyl, 15 allyl, propynyl, (CH<sub>2</sub>)<sub>r</sub>OH, (CH<sub>2</sub>)<sub>r</sub>OR<sup>5d</sup>, (CH<sub>2</sub>)<sub>r</sub>NR<sup>5a</sup>R<sup>5a</sup>, (CH<sub>2</sub>)<sub>r</sub>C(O)OH, (CH<sub>2</sub>)<sub>r</sub>C(O)R<sup>5b</sup>, (CH<sub>2</sub>)<sub>r</sub>C(O)NR<sup>5a</sup>R<sup>5a</sup>, (CH<sub>2</sub>)<sub>r</sub>NR<sup>5a</sup>C(O)R<sup>5b</sup>, (CH<sub>2</sub>)<sub>r</sub>OC(O)NR<sup>5a</sup>R<sup>5a</sup>, (CH<sub>2</sub>)<sub>r</sub>NR<sup>5a</sup>C(O)OR<sup>5d</sup>, (CH<sub>2</sub>)<sub>r</sub>NR<sup>5a</sup>C(O)R<sup>5b</sup>, (CH<sub>2</sub>)<sub>r</sub>C(O)OR<sup>5b</sup>, (CH<sub>2</sub>)<sub>r</sub>OC(O)R<sup>5b</sup>, (CH<sub>2</sub>)<sub>r</sub>NR<sup>5a</sup>S(O)<sub>2</sub>R<sup>5b</sup>, and C<sub>1-6</sub> 20 haloalkyl;

R<sup>5a</sup>, at each occurrence, is independently selected from H, methyl, ethyl, propyl, i-propyl, butyl, i-butyl, pentyl, hexyl, cyclopropyl, and cyclobutyl; and 25 r, at each occurrence, is selected from 0, 1, and 2.

6. The compound of claims 1-5, wherein:

30 R<sup>1</sup> is selected from phenyl substituted with 0-2 R<sup>6</sup>, naphthyl substituted with 0-2R<sup>6</sup>, and a 5-10 membered heteroaryl system containing 1-4 heteroatoms

selected from N, O, and S, substituted with 0-3 R<sup>6</sup> wherein the heteroaryl is selected from indolyl, benzimidazolyl, benzofuranyl, benzothiofuranyl, benzoxazolyl, benzthiazolyl, benztriazolyl, 5 benztetrazolyl, benzisoxazolyl, benzisothiazolyl, benzimidazolonyl, cinnolinyl, furanyl, imidazolyl, indazolyl, indolyl, isoquinolinyl, isothiazolyl, isoxazolyl, oxazolyl, pyrazinyl, pyrazolyl, pyridazinyl, pyridyl, pyridinyl, pyrimidinyl, 10 pyrrolyl, quinazolinyl, quinolinyl, thiazolyl, thienyl, and tetrazolyl;

R<sup>2</sup> is selected from phenyl substituted with 0-2 R<sup>7</sup>, and a 5-10 membered heteroaryl system containing 1-4 15 heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>7</sup> wherein the heteroaryl is selected from indolyl, benzimidazolyl, benzofuranyl, benzothiofuranyl, benzoxazolyl, benzthiazolyl, benztriazolyl, benztetrazolyl, benzisoxazolyl, 20 benzisothiazolyl, benzimidazolonyl, cinnolinyl, furanyl, imidazolyl, indazolyl, indolyl, isoquinolinyl, isothiazolyl, isoxazolyl, oxazolyl, phthalazinyl, pyrazinyl, pyrazolyl, pyridazinyl, pyridyl, pyridinyl, 25 pyrimidinyl, pyrrolyl, quinazolinyl, quinolinyl, thiazolyl, thienyl, and tetrazolyl;

R<sup>4</sup> is selected from H, methyl, ethyl, propyl, i-propyl, butyl, i-butyl, allyl, propynyl, (CRR)<sub>q</sub>OH, (CRR)<sub>t</sub>SH, 30 (CRR)<sub>t</sub>OR<sup>4d</sup>, (CRR)<sub>t</sub>SR<sup>4d</sup>, (CRR)<sub>t</sub>NR<sup>4a</sup>R<sup>4a</sup>, (CRR)<sub>q</sub>C(O)OH, (CRR)<sub>r</sub>C(O)R<sup>4b</sup>, (CRR)<sub>r</sub>C(O)NR<sup>4a</sup>R<sup>4a</sup>, (CRR)<sub>t</sub>NR<sup>4a</sup>C(O)R<sup>4b</sup>, (CRR)<sub>t</sub>OC(O)NR<sup>4a</sup>R<sup>4a</sup>, (CRR)<sub>t</sub>NR<sup>4a</sup>C(O)OR<sup>4d</sup>,

$$\begin{aligned}
 & (\text{CRR})_t \text{NR}^{4a} \text{C(O)R}^{4b}, \quad (\text{CRR})_r \text{C(O)OR}^{4b}, \quad (\text{CRR})_t \text{OC(O)R}^{4b}, \\
 & (\text{CRR})_r \text{S(O)pR}^{4b}, \quad (\text{CRR})_r \text{S(O)}_2 \text{NR}^{4a} \text{R}^{4a}, \quad (\text{CRR})_r \text{NR}^{4a} \text{S(O)}_2 \text{R}^{4b};
 \end{aligned}$$

5        R<sup>4a</sup>, at each occurrence, is independently selected from H,  
methyl substituted with 0-1 R<sup>4c</sup>, C<sub>2-6</sub> alkyl  
substituted with 0-3 R<sup>4e</sup> wherein C<sub>2-6</sub> is selected  
from ethyl, propyl, i-propyl, butyl, i-butyl,  
t-butyl, pentyl and hexyl, and a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-6</sub>  
carbocyclic residue substituted with 0-4 R<sup>4e</sup> wherein  
10      the carbocyclic residue is selected from  
cyclopropyl, cyclohexyl, and phenyl;

R<sup>4b</sup> is selected from H, methyl, ethyl, propyl, i-propyl, butyl, i-butyl, t-butyl, pentyl, and cyclopropyl;

15      R<sup>4d</sup> is selected from methyl, ethyl, propyl, i-propyl, butyl, i-butyl, t-butyl, pentyl, and cyclopropyl; and

20  $R^8$  is selected from H, methyl, ethyl, propyl, i-propyl, and cyclopropyl.

7. The compound of claims 1-6, wherein:

25 R<sup>6</sup>, at each occurrence, is selected from C<sub>1-8</sub> alkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, (CRR)<sub>r</sub>C<sub>3-6</sub> cycloalkyl, Cl, Br, I, F, NO<sub>2</sub>, CN, (CRR)<sub>r</sub>NR<sup>6a</sup>R<sup>6a</sup>, (CRR)<sub>r</sub>OH, (CRR)<sub>r</sub>O(CRR)<sub>r</sub>R<sup>6d</sup>, (CRR)<sub>r</sub>SH, (CRR)<sub>r</sub>C(O)H, (CRR)<sub>r</sub>S(CRR)<sub>r</sub>R<sup>6d</sup>, (CRR)<sub>r</sub>C(O)OH, (CRR)<sub>r</sub>C(O)(CRR)<sub>r</sub>R<sup>6b</sup>, (CRR)<sub>r</sub>C(O)NR<sup>6a</sup>R<sup>6a</sup>, (CRR)<sub>r</sub>NR<sup>6f</sup>C(O)(CRR)<sub>r</sub>R<sup>6b</sup>, (CRR)<sub>r</sub>C(O)O(CRR)<sub>r</sub>R<sup>6d</sup>, (CRR)<sub>r</sub>NR<sup>6a</sup>C(O)NR<sup>6a</sup>R<sup>6a</sup>, (CRR)<sub>r</sub>NR<sup>6a</sup>C(S)NR<sup>6a</sup>R<sup>6a</sup>, (CRR)<sub>r</sub>OC(O)(CRR)<sub>r</sub>R<sup>6b</sup>,

(CRR)<sub>r</sub>S(O)<sub>p</sub>(CRR)<sub>r</sub>R<sup>6b</sup>, (CRR)<sub>r</sub>S(O)<sub>2</sub>NR<sup>6a</sup>R<sup>6a</sup>,  
(CRR)<sub>r</sub>NR<sup>6f</sup>S(O)<sub>2</sub>(CRR)<sub>r</sub>R<sup>6b</sup>, (CRR)<sub>r</sub>NR<sup>6f</sup>S(O)<sub>2</sub>NR<sup>6a</sup>R<sup>6a</sup>, C<sub>1-6</sub>  
haloalkyl, and (CRR)<sub>r</sub>phenyl substituted with 0-3 R<sup>6e</sup>,  
and a (CH<sub>2</sub>)<sub>r</sub>-5-6 membered heterocyclic system  
5 containing 1-2 heteroatoms selected from N, O, and  
S, substituted with 0-2 R<sup>6e</sup>;

10 R<sup>6a</sup>, at each occurrence, is independently selected from H,  
methyl, ethyl, propyl, i-propyl, butyl, i-butyl,  
t-butyl, pentyl, hexyl, cyclopropyl and phenyl;

15 R<sup>6b</sup>, at each occurrence, is selected from methyl, ethyl,  
propyl, i-propyl, butyl, i-butyl, t-butyl, pentyl,  
hexyl, cyclopropyl, and phenyl;

20 R<sup>6d</sup>, at each occurrence, is selected from methyl, CF<sub>3</sub>,  
ethyl, propyl, i-propyl, butyl, i-butyl, t-butyl,  
pentyl, hexyl, cyclopropyl, and phenyl;

25 R<sup>6e</sup>, at each occurrence, is selected from C<sub>1-6</sub> alkyl, C<sub>2-8</sub>  
alkenyl, C<sub>2-8</sub> alkynyl, (CH<sub>2</sub>)<sub>r</sub>C<sub>3-6</sub> cycloalkyl, Cl, F,  
Br, I, CN, NO<sub>2</sub>, (CF<sub>2</sub>)<sub>r</sub>CF<sub>3</sub>, (CH<sub>2</sub>)<sub>r</sub>OC<sub>1-5</sub> alkyl, OH, SH,  
(CH<sub>2</sub>)<sub>r</sub>SC<sub>1-5</sub> alkyl, (CH<sub>2</sub>)<sub>r</sub>NR<sup>6f</sup>R<sup>6f</sup>, and (CH<sub>2</sub>)<sub>r</sub>phenyl;

30 R<sup>6f</sup>, at each occurrence, is selected from H, methyl,  
ethyl, propyl, i-propyl, butyl, i-butyl, t-butyl,  
pentyl, hexyl, cyclopropyl, and phenyl;

R<sup>7</sup> is selected from methyl, ethyl, propyl, i-propyl,  
butyl, i-butyl, s-butyl, t-butyl, pentyl, hexyl,  
(CRR)<sub>r</sub>C<sub>3-6</sub> cycloalkyl, Cl, Br, I, F, NO<sub>2</sub>, CN,  
(CRR)<sub>r</sub>NR<sup>7a</sup>R<sup>7a</sup>, (CRR)<sub>r</sub>OH, (CRR)<sub>r</sub>O(CH)<sub>r</sub>R<sup>7d</sup>, (CRR)<sub>r</sub>SH,

(CRR)<sub>r</sub>C(O)H, (CRR)<sub>r</sub>S(CRR)<sub>r</sub>R<sup>7d</sup>, (CRR)<sub>r</sub>C(O)OH,  
 (CRR)<sub>r</sub>C(O)(CRR)<sub>r</sub>R<sup>7b</sup>, (CRR)<sub>r</sub>C(O)NR<sup>7a</sup>R<sup>7a</sup>,  
 (CRR)<sub>r</sub>NR<sup>7f</sup>C(O)(CRR)<sub>r</sub>R<sup>7b</sup>, (CRR)<sub>r</sub>C(O)O(CRR)<sub>r</sub>R<sup>7d</sup>,  
 (CRR)<sub>r</sub>OC(O)(CRR)<sub>r</sub>R<sup>7b</sup>, (CRR)<sub>r</sub>NR<sup>7a</sup>C(O)NR<sup>7a</sup>R<sup>7a</sup>,  
 5 (CRR)<sub>r</sub>NR<sup>7a</sup>C(O)O(CRR)<sub>r</sub>R<sup>7d</sup>, (CRR)<sub>r</sub>S(O)<sub>p</sub>(CRR)<sub>r</sub>R<sup>7b</sup>,  
 (CRR)<sub>r</sub>S(O)<sub>2</sub>NR<sup>7a</sup>R<sup>7a</sup>, (CRR)<sub>r</sub>NR<sup>7f</sup>S(O)<sub>2</sub>(CRR)<sub>r</sub>R<sup>7b</sup>, C<sub>1-6</sub>  
 haloalkyl, and (CRR)<sub>r</sub>phenyl substituted with 0-3 R<sup>7e</sup>;

10 R<sup>7a</sup>, at each occurrence, is selected from H, methyl,  
 ethyl, propyl, i-propyl, butyl, i-butyl, t-butyl,  
 pentyl, hexyl, prop-2-enyl, 2-methyl-2-propenyl,  
 cyclopropyl, cyclobutyl, cyclopentyl, cyclohexyl,  
 CH<sub>2</sub>cyclopropyl, and benzyl;

15 R<sup>7b</sup>, at each occurrence, is selected from methyl, ethyl,  
 propyl, i-propyl, butyl, i-butyl, t-butyl, pentyl,  
 hexyl, cyclopropyl, cyclopentyl, CH<sub>2</sub>-cyclopentyl,  
 cyclohexyl, CH<sub>2</sub>-cyclohexyl, CF<sub>3</sub>, pyrrolidinyl,  
 morpholinyl, piperazinyl substituted with 0-1 R<sup>7e</sup>,  
 20 and azetidinyl;

25 R<sup>7d</sup>, at each occurrence, is selected from methyl, CF<sub>3</sub>,  
 CF<sub>2</sub>CF<sub>3</sub>, CHF<sub>2</sub>, CH<sub>2</sub>F, ethyl, propyl, i-propyl, butyl,  
 i-butyl, t-butyl, pentyl, hexyl, and cyclopropyl;

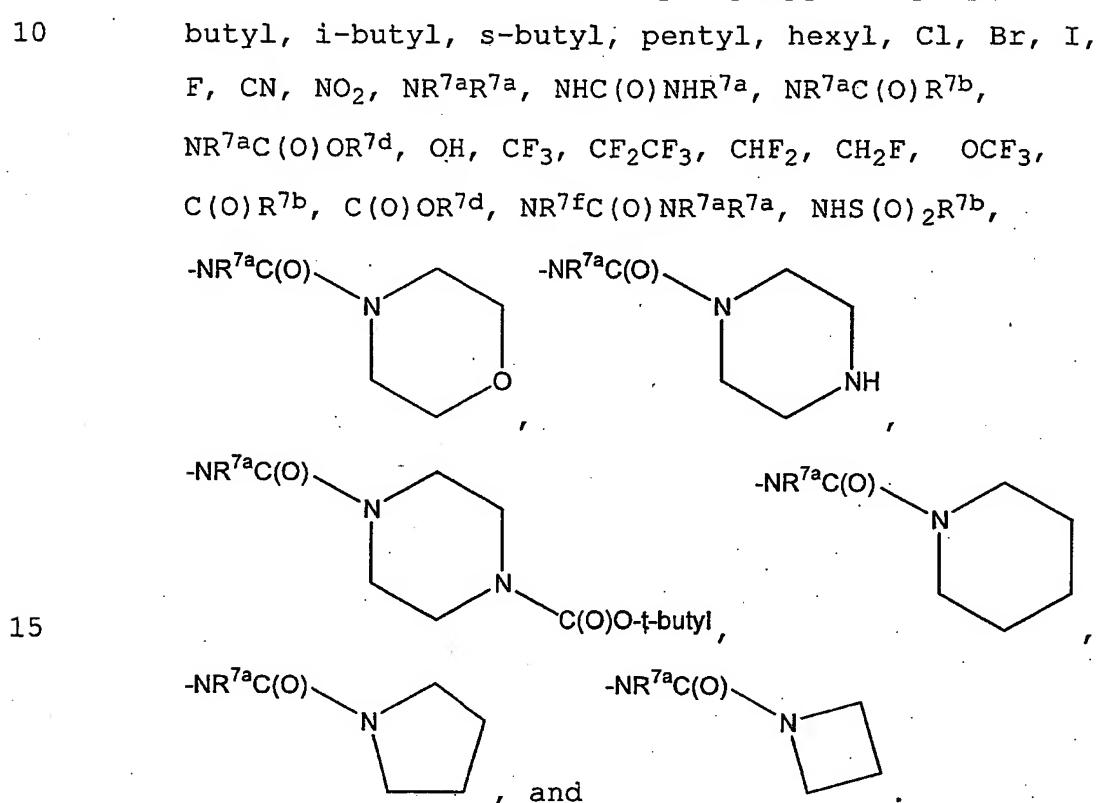
30 R<sup>7e</sup>, at each occurrence, is selected from C<sub>1-6</sub> alkyl, C<sub>2-8</sub>  
 alkenyl, C<sub>2-8</sub> alkynyl, (CH<sub>2</sub>)<sub>r</sub>C<sub>3-6</sub> cycloalkyl, Cl, F,  
 Br, I, CN, NO<sub>2</sub>, (CF<sub>2</sub>)<sub>r</sub>CF<sub>3</sub>, (CH<sub>2</sub>)<sub>r</sub>OC<sub>1-5</sub> alkyl, OH, SH,  
 C(O)OC<sub>1-5</sub> alkyl, (CH<sub>2</sub>)<sub>r</sub>SC<sub>1-5</sub> alkyl, (CH<sub>2</sub>)<sub>r</sub>NR<sup>7f</sup>R<sup>7f</sup>, and  
 (CH<sub>2</sub>)<sub>r</sub>phenyl;

$R^{7f}$ , at each occurrence, is selected from H, methyl, ethyl, propyl, i-propyl, butyl, i-butyl, t-butyl, pentyl, hexyl, cyclopropyl, and phenyl; and

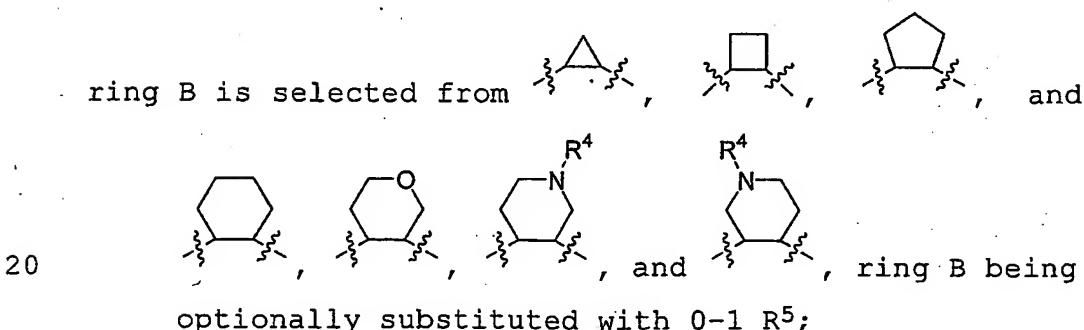
5 r is 0 or 1.

8. The compound of claims 1-7, wherein:

$R^7$  is selected from methyl, ethyl, propyl, i-propyl, butyl, i-butyl, s-butyl, pentyl, hexyl, Cl, Br, I, F, CN,  $NO_2$ ,  $NR^{7a}R^{7a}$ ,  $NHC(O)NHR^{7a}$ ,  $NR^{7a}C(O)R^{7b}$ ,  $NR^{7a}C(O)OR^{7d}$ , OH,  $CF_3$ ,  $CF_2CF_3$ ,  $CHF_2$ ,  $CH_2F$ ,  $OCF_3$ ,  $C(O)R^{7b}$ ,  $C(O)OR^{7d}$ ,  $NR^{7f}C(O)NR^{7a}R^{7a}$ ,  $NHS(O)_2R^{7b}$ ,



9. The compound of claims 1-8, wherein:



1      R<sup>1</sup> is selected from a C<sub>6</sub>-10 aryl group substituted with  
5      0-3 R<sup>6</sup> wherein the aryl group is selected from  
phenyl and naphthyl, and a 5-10 membered heteroaryl  
system containing 1-4 heteroatoms selected from N  
and O, substituted with 0-3 R<sup>6</sup> wherein the  
heteroaryl system is selected from indolyl and  
pyridinyl;

10     RR<sup>2</sup> is selected from phenyl substituted with 0-2 R<sup>7</sup>,  
naphthyl substituted with 0-2 R<sup>7</sup>, and a 5-10  
membered heteroaryl system containing 1-4  
heteroatoms selected from N, O, and S, substituted  
with 0-3 R<sup>7</sup> wherein the heteroaryl is selected from  
15     benzimidazolyl, benzofuranyl, benzothiofuranyl,  
benzothiazolyl, benzoxazolyl, indolyl,  
isoquinolinyl, pyridyl, quinazolinyl, and  
quinolinyl.

20     R<sup>4</sup> is selected from H, methyl, ethyl, propyl, i-propyl,  
butyl, i-butyl, t-butyl, pentyl, hexyl, and (CH<sub>2</sub>)<sub>r</sub>  
C(O)R<sup>4b</sup>;

25     R<sup>6</sup> is selected from methyl, ethyl, propyl, i-propyl,  
butyl, F, Cl, Br, I, NO<sub>2</sub>, CN, O(CH<sub>2</sub>)<sub>r</sub>R<sup>6d</sup>, C(O)H,  
C(O)R<sup>6d</sup>, C(O)OH, SR<sup>6d</sup>, NR<sup>6a</sup>R<sup>6a</sup>, NC(O)R<sup>6b</sup>, OC(O)R<sup>6b</sup>,  
S(O)<sub>p</sub>R<sup>6b</sup>, (CHR')<sub>r</sub>S(O)<sub>2</sub>NR<sup>6a</sup>R<sup>6a</sup>, and CF<sub>3</sub>;

30     R<sup>6a</sup> is H, methyl, or ethyl;

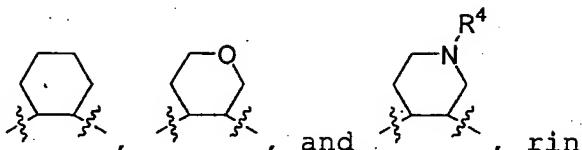
35     R<sup>6b</sup> is H, methyl, ethyl, propyl, i-propyl or butyl;

$R^{6d}$  is methyl, phenyl,  $CF_3$ , and  $(CH_2)$ -phenyl; and

$r$  is 0 or 1.

5

10. The compound of claims 1-9, wherein:



ring B is selected from , and , ring

B being substituted with 0-1  $R^5$ ;

10

$R^1$  is selected from a  $C_{6-10}$  aryl group substituted with 0-3  $R^6$  wherein the aryl group is selected from phenyl, and a 5-10 membered heteroaryl system containing 1-4 heteroatoms selected from N and O, 15 substituted with 0-3  $R^6$  wherein the heteroaryl system is selected from indolyl and pyridinyl;

$R^4$  is selected from H, methyl, ethyl, propyl, i-propyl, butyl, i-butyl, t-butyl, pentyl, hexyl, allyl and 20  $(CH_2)_r C(O)R^{4b}$ ;

$R^5$  is selected from H, OH,  $OCH_3$ , and  $NR^{5a}R^{5a}$ ;

$R^{5a}$  is selected from H, methyl, ethyl, propyl, i-propyl, butyl, s-butyl, i-butyl, t-butyl, pentyl, hexyl, 25 allyl, propargyl, cyclopropyl, cyclopropylmethyl, acetyl, methysulfonyl,  $-C(O)CF_3$ ,  $C(=N)NH_2$ , benzyl, and  $-C(O)O-t$ -butyl;

$R^6$  is selected from methyl, ethyl, propyl, i-propyl, butyl, vinyl, F, Cl, Br, I, CN,  $NR^{6a}R^{6a}$ ,  $C(O)H$ ,  $C(O)OH$ ,  $C(O)R^{6b}$ ,  $SR^{6d}$ ,  $S(O)_pR^{6d}$ ,  $S(O)_2NR^{6a}R^{6a}$ ,  $CF_3$ , and  $CH_2OH$ ;

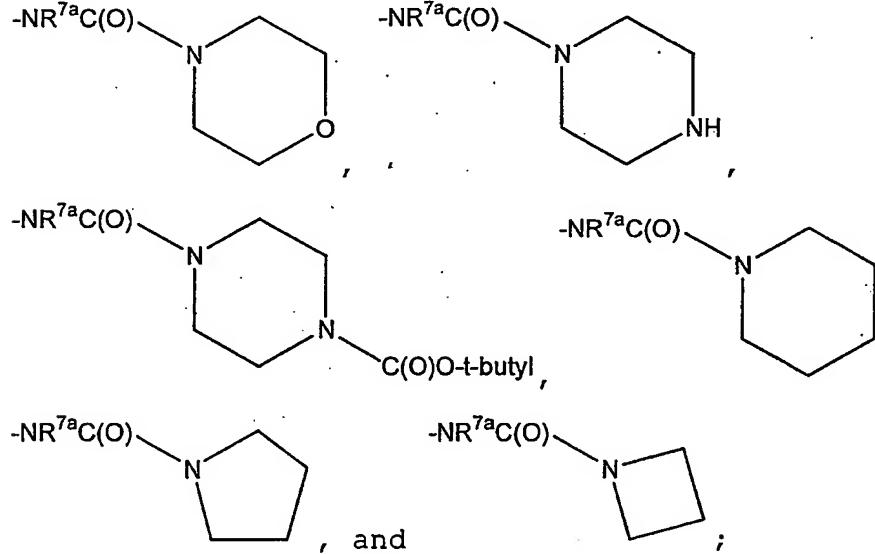
5

R<sup>6b</sup> is H, methyl, ethyl, propyl, i-propyl or butyl;

R<sup>6d</sup> is methyl;

10 R<sup>7</sup> is selected from methyl, ethyl, propyl, i-propyl, butyl, i-butyl, s-butyl, pentyl, hexyl, Cl, Br, I, F, CN, NO<sub>2</sub>, NR<sup>7a</sup>R<sup>7a</sup>, NHC(O)NHR<sup>7a</sup>, NR<sup>7a</sup>C(O)R<sup>7b</sup>, NR<sup>7a</sup>C(O)OR<sup>7d</sup>, OH, CF<sub>3</sub>, CF<sub>2</sub>CF<sub>3</sub>, CHF<sub>2</sub>, CH<sub>2</sub>F, OCF<sub>3</sub>, OCF<sub>2</sub>CF<sub>3</sub>, OCHF<sub>2</sub>, and OCH<sub>2</sub>F, C(O)OR<sup>7d</sup>, C(O)R<sup>7b</sup>,

15 NR<sup>7f</sup>C(O)NR<sup>7a</sup>R<sup>7a</sup>, NHS(O)<sub>2</sub>R<sup>7b</sup>,



20 R<sup>7a</sup> is selected from H, methyl, ethyl, propyl, i-propyl, butyl, i-butyl, t-butyl, pentyl, neo-pentyl, cyclopropyl, cyclobutyl, cyclopentyl, and cyclohexyl;

R<sup>7b</sup> is selected from cyclohexyl and CF<sub>3</sub>; and

R<sup>7d</sup> is selected from methyl, ethyl, propyl, i-propyl, butyl, i-butyl, and t-butyl.

5

11. The compound of claims 1-10, wherein:



ring B is selected from  and , ring B being substituted with 0-1 R<sup>5</sup>;

10

R<sup>1</sup> is selected from a C<sub>6</sub>-10 aryl group substituted with 0-3 R<sup>6</sup> wherein the aryl group is phenyl, and a 5-10 membered heteroaryl system containing 1 heteroatoms selected from N and O, substituted with 0-3 R<sup>6</sup> wherein the heteroaryl system is indolyl;

15

R<sup>5</sup> is selected from H, OH, OCH<sub>3</sub>, and NR<sup>5a</sup>R<sup>5a</sup>;

R<sup>5a</sup> is selected from H, methyl, ethyl, propyl, i-propyl, butyl, s-butyl, i-butyl, t-butyl, pentyl, hexyl, allyl, propargyl, cyclopropyl, cyclopropylmethyl, acetyl, methysulfonyl, -C(O)CF<sub>3</sub>, C(=N)NH<sub>2</sub>, benzyl, and -C(O)O-t-butyl;

20

R<sup>6</sup> is selected from methyl, ethyl, propyl, i-propyl, Cl, Br, CN, C(O)CH<sub>3</sub>, C(O)OH, OCH<sub>3</sub>, NR<sup>6a</sup>R<sup>6a</sup>, SCH<sub>3</sub>, S(O)<sub>2</sub>NR<sup>6a</sup>R<sup>6a</sup>, and CF<sub>3</sub>;

25

R<sup>6a</sup> is H, methyl, ethyl, propyl, i-propyl, butyl, propargyl, cyclopropyl, allyl;

R<sup>7</sup> is selected from t-butyl, Cl, Br, CN, NR<sup>7a</sup>R<sup>7a</sup>, OH, CF<sub>3</sub>, CF<sub>2</sub>CF<sub>3</sub>, CHF<sub>2</sub>, CH<sub>2</sub>F, OCF<sub>3</sub>, OCF<sub>2</sub>CF<sub>3</sub>, OCHF<sub>2</sub>, and OCH<sub>2</sub>F; and

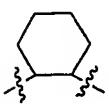
5 R<sup>7a</sup> is selected from H, methyl, ethyl, propyl, i-propyl, butyl, i-butyl, t-butyl, pentyl, neo-pentyl, cyclopropyl, cyclobutyl, cyclopentyl, and cyclohexyl.

10 12. The compound of claim 11, wherein

E is selected from -CH<sub>2</sub>-NH-, -C(O)-NH- and -SO<sub>2</sub>-CH<sub>2</sub>-.

13. The compound of claim 12, wherein

15

B is , ring B being substituted with 0-1 R<sup>5</sup>; and

R<sup>5</sup> is selected from H and NR<sup>5a</sup>R<sup>5a</sup>;

20 R<sup>5a</sup> is selected from H, methyl, ethyl, propyl, i-propyl, butyl, s-butyl, i-butyl, t-butyl, pentyl, hexyl, propargyl, allyl, cyclopropylmethyl, cyclopropyl, and phenyl.

25 14. The compound of claims 13, wherein

Z is selected from a bond and -C(O)NR<sup>8-</sup>.

15. The compound of claim 14, wherein

30

R<sup>6</sup> is selected from methyl, ethyl, propyl, i-propyl, butyl, vinyl, F, Cl, Br, I, C(O)H, C(O)R<sup>6b</sup>, SR<sup>6d</sup>, S(O)<sub>p</sub>R<sup>6d</sup>, CF<sub>3</sub>, and CH<sub>2</sub>OH;

5 R<sup>6b</sup> is H, methyl, ethyl, propyl, i-propyl or butyl;

R<sup>6d</sup> is methyl;

R<sup>7</sup> is selected from t-butyl, Cl, Br, NR<sup>7a</sup>R<sup>7a</sup>, NR<sup>7a</sup>C(O)OR<sup>7d</sup>,

10 NHC(O)NHR<sup>7a</sup>, OH, OCF<sub>3</sub>, NO<sub>2</sub>, and CF<sub>3</sub>;

R<sup>7a</sup> is selected from H, methyl, ethyl, propyl, i-propyl, butyl, i-butyl, t-butyl, pentyl, neo-pentyl, cyclopropyl, cyclobutyl, cyclopentyl, and cyclohexyl;

R<sup>7d</sup> is selected from methyl, ethyl, propyl, i-propyl, butyl, i-butyl, and t-butyl.

20 16. The compound of claim 1, wherein the compound is of formula (I) is selected:

(±) (1S\*,2R\*)-4-Methylsulfanyl-N-{2-[2-(4-trifluoromethyl-1H-benzoimidazol-2-yl)-acetylamino]-cyclohexyl}-benzamide;

(±) (1S\*,2R\*)-4-Methylsulfanyl-N-{2-[2-(4-nitro-1H-benzoimidazol-2-yl)-acetylamino]-cyclohexyl}-benzamide;

30 (1S, 2R, 4R)- N-[2-(4-Bromo-benzenesulfonylmethyl)-4-(isopropyl-methyl-amino)-cyclohexyl]-2-(4-trifluoromethyl-1H-benzoimidazol-2-yl)-acetamide;

(1S, 2R, 4R)- N-[(2-(4-Bromo-benzenesulfonylmethyl)-4-(isopropyl-methyl-amino)-cyclohexyl]-2-(1-methyl-4-trifluoromethyl-1H-benzoimidazol-2-yl)-acetamide;

5

N-[(1S, 2R, 4R)-4-(Isopropyl-methyl-amino)-2-(toluene-4-sulfonylmethyl)-cyclohexyl]-2-(4-trifluoromethyl-1H-benzoimidazol-2-yl)-acetamide;

10 (1S, 2R, 4R)-N-[2-(4-Ethyl-benzenesulfonylmethyl)-4-(isopropyl-methyl-amino)-cyclohexyl]-2-(4-trifluoromethyl-1H-benzoimidazol-2-yl)-acetamide;

15 (1S, 2R, 4R)-N-[4-(isopropyl-methyl-amino)-2-(4-propyl-benzenesulfonylmethyl)-cyclohexyl]-2-(4-trifluoromethyl-1H-benzoimidazol-2-yl)-acetamide;

20 (1S, 2R, 4R)-N-[2-benzenesulfonylmethyl-4-(isopropyl-methyl-amino)-cyclohexyl]-2-(4-trifluoromethyl-1H-benzoimidazol-2-yl)-acetamide;

(1S, 2R, 4R)-N-[2-(4-tert-Butyl-benzenesulfonylmethyl)-4-(isopropyl-methyl-amino)-cyclohexyl]-2-(4-trifluoromethyl-1H-benzoimidazol-2-yl)-acetamide;

25

(1S, 2R, 4R)-N-[2-(4-Isobutyl-benzenesulfonylmethyl)-4-(isopropyl-methyl-amino)-cyclohexyl]-2-(4-trifluoromethyl-1H-benzoimidazol-2-yl)-acetamide;

30 (1S, 2R, 4R)-N-[2-(4-Cyclopentyl-benzenesulfonylmethyl)-4-(isopropyl-methyl-amino)-cyclohexyl]-2-(4-trifluoromethyl-1H-benzoimidazol-2-yl)-acetamide;

(1S,2R,4R)-N-[4-(Isopropyl-methyl-amino)-2-(4-thiophen-2-yl-benzenesulfonylmethyl)-cyclohexyl]-2-(4-trifluoromethyl-1H-benzoimidazol-2-yl)-acetamide;

5 (1S,2R,4R)-N-[2-(4-Benzyl-benzenesulfonylmethyl)-4-(isopropyl-methyl-amino)-cyclohexyl]-2-(4-trifluoromethyl-1H-benzoimidazol-2-yl)-acetamide;

10 (1S,2R,4R)-N-[4-(Isopropyl-methyl-amino)-2-[4-(3-methylbutyl)-benzenesulfonylmethyl]-cyclohexyl]-2-(4-trifluoromethyl-1H-benzoimidazol-2-yl)-acetamide;

15 (1S,2R,4R)-N-[2-(4-Cyano-benzenesulfonylmethyl)-4-(isopropyl-methyl-amino)-cyclohexyl]-2-(4-trifluoromethyl-1H-benzoimidazol-2-yl)-acetamide;

20 (1S,2R,4R)-N-[2-(4-Acetyl-benzenesulfonylmethyl)-4-(isopropyl-methyl-amino)-cyclohexyl]-2-(4-trifluoromethyl-1H-benzoimidazol-2-yl)-acetamide;

(1S,2R,4R)-4-{5-(Isopropyl-methyl-amino)-2-[2-(4-trifluoromethyl-1H-benzoimidazol-2-yl)-acetylamino]-cyclohexylmethanesulfonyl}-benzoic acid methyl ester;

25 (1S,2R,4R)-4-{5-(Isopropyl-methyl-amino)-2-[2-(4-trifluoromethyl-1H-benzoimidazol-2-yl)-acetylamino]-cyclohexylmethanesulfonyl}-benzoic acid;

30 ( $\pm$ ) (1S\*,2R\*,4R\*)-N-[4-(Isopropyl-methyl-amino)-2-(4-methylsulfanyl-benzenesulfonylmethyl)-cyclohexyl]-2-(4-trifluoromethyl-1H-benzoimidazol-2-yl)-acetamide;

( $\pm$ ) (1S\*,2R\*,4R\*)-N-[4-(Isopropyl-methyl-amino)-2-(4-methylsulfanyl-benzenesulfonylmethyl)-cyclohexyl]-2-(5-trifluoromethyl-1H-benzoimidazol-2-yl)-acetamide;

5 ( $\pm$ ) (1S\*,2R\*)-N-[2-(4-Methylsulfanyl-benzoylamino)-cyclohexyl]-N'-(3-trifluoromethyl-phenyl)-malonamide;

10 ( $\pm$ ) (1S\*,2R\*,4R\*)-N-[4-(Isopropyl-methyl-amino)-2-(4-methylsulfanyl-benzenesulfonylmethyl)-cyclohexyl]-2-(7-trifluoromethyl-benzooxazol-2-yl)-acetamide;

15 ( $\pm$ ) (1R\*,2R\*)-N-[4-(4-Methylsulfanyl-benzenesulfonylmethyl)-tetrahydro-pyran-3-yl]-2-(4-trifluoromethyl-1H-benzoimidazol-2-yl)-acetamide;

( $\pm$ ) (1R\*,2R\*)-N-[4-(4-Methylsulfanyl-benzenesulfonylmethyl)-tetrahydro-pyran-3-yl]-2-(4-nitro-1H-benzoimidazol-2-yl)-acetamide;

20 ( $\pm$ ) N-((1S\*,2R\*,4R\*)-4-(isopropyl(methyl)amino)-2-(phenylsulfonylmethyl)cyclohexyl)-2-(naphthalen-2-yl)acetamide;

25 ( $\pm$ ) N-((1S\*,2R\*,4R\*)-4-(isopropyl(methyl)amino)-2-(phenylsulfonylmethyl)cyclohexyl)-2-(5-(trifluoromethoxy)-1H-indol-2-yl)acetamide;

30 ( $\pm$ ) N-((1S\*,2R\*,4R\*)-4-(isopropyl(methyl)amino)-2-(phenylsulfonylmethyl)cyclohexyl)-2-(7-(trifluoromethoxy)-1H-indol-2-yl)acetamide;

( $\pm$ ) 2- (5, 7-bis (trifluoromethyl)-1H-benzo[d]imidazol-2-yl)-  
N- ((1S\*, 2R\*, 4R\*)-4-(isopropyl (methyl) amino)-2-  
(phenylsulfonylmethyl)cyclohexyl) acetamide;

5 ( $\pm$ ) N- ((1S\*, 2R\*, 4R\*)-4-(isopropyl (methyl) amino)-2-  
(phenylsulfonylmethyl)cyclohexyl)-2-(6-  
(trifluoromethyl)-1H-indol-2-yl) acetamide;

10 N- ((1S, 2R, 4R)-4-(isopropyl (methyl) amino)-2-  
(phenylsulfonylmethyl)cyclohexyl)-2-(7-  
(trifluoromethyl)-1H-indol-2-yl) acetamide;

15 N- ((1S, 2R, 4R)-4-(isopropyl (methyl) amino)-2-  
(phenylsulfonylmethyl)cyclohexyl)-4-oxo-4-(3-  
(trifluoromethyl) phenyl) butanamide;

20 N- ((1S, 2R, 4R)-4-(isopropyl (methyl) amino)-2-  
(phenylsulfonylmethyl)cyclohexyl)-3-(pyridin-3-  
yl) propanamide;

25 2- (Benzo[d]thiazol-2-yl)-N- ((1S, 2R, 4R)-4-  
(isopropyl (methyl) amino)-2-  
(phenylsulfonylmethyl)cyclohexyl) acetamide;

30 N1- ((1S\*, 2R\*, 4R\*)-4-(isopropyl (methyl) amino)-2-  
(phenylsulfonylmethyl)cyclohexyl)-N3- (2-  
(trifluoromethyl) phenyl) malonamide;

tert-butyl 2- (3- ((1S\*, 2R\*, 4R\*)-4-  
(isopropyl (methyl) amino)-2-  
(phenylsulfonylmethyl)cyclohexylamino)-3-  
oxopropanamido)-4-(trifluoromethyl) phenylcarbamate;

N1-((1S\*,2R\*,4R\*)-4-(isopropyl(methyl)amino)-2-(phenylsulfonylmethyl)cyclohexyl)-N3-(3-methoxy-5-(trifluoromethyl)phenyl)malonamide;

5 N1-((1S\*,2R\*,4R\*)-4-(isopropyl(methyl)amino)-2-(phenylsulfonylmethyl)cyclohexyl)-N3-(3-(trifluoromethoxy)phenyl)malonamide;

10 N1-((1S\*,2R\*,4R\*)-4-(isopropyl(methyl)amino)-2-(phenylsulfonylmethyl)cyclohexyl)-N3-(4-(trifluoromethyl)phenyl)malonamide;

15 N1-((1S\*,2R\*,4R\*)-4-(isopropyl(methyl)amino)-2-(phenylsulfonylmethyl)cyclohexyl)-N3-(2-methoxy-5-(trifluoromethyl)phenyl)malonamide;

20 N1-(2-amino-5-(trifluoromethyl)phenyl)-N3-((1S\*,2R\*,4R\*)-4-(isopropyl(methyl)amino)-2-(phenylsulfonylmethyl)cyclohexyl)malonamide;

25 N-((1S\*,2R\*,4R\*)-4-(isopropyl(methyl)amino)-2-(phenylsulfonylmethyl)cyclohexyl)-N-(3-(trifluoromethyl)phenyl)cyclopropane-1,1-dicarboxamide; and

30 N1-(3,5-bis(trifluoromethyl)phenyl)-N3-((1S\*,2R\*,4R\*)-4-(isopropyl(methyl)amino)-2-(phenylsulfonylmethyl)cyclohexyl)malonamide.

17. A pharmaceutical composition, comprising a pharmaceutically acceptable carrier and a therapeutically effective amount of a compound of claims 1-16.

18. A method for modulation of chemokine receptor activity comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claims 1-16.

5

19. A method for modulation of MCP-1, MCP-2, MCP-3 and MCP-4, and MCP-5 activity that is mediated by the CCR2 receptor comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claims 1-16.

10 20. A method for modulation of MCP-1 activity comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claims 1-16.

15 21. A method for treating disorders, comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claims 1-16, said disorders being selected from osteoarthritis, aneurism, fever, cardiovascular effects, Crohn's disease, congestive heart failure, autoimmune diseases, HIV-infection, HIV-associated dementia, psoriasis, idiopathic pulmonary fibrosis, transplant arteriosclerosis, physically- or chemically-induced brain trauma, inflammatory bowel disease, alveolitis, colitis, systemic lupus erythematosus, nephrotoxic serum nephritis, glomerularnephritis, asthma, multiple sclerosis, atherosclerosis, rheumatoid arthritis, restinosis, organ transplantation, and cancer.

22. A method for treating inflammatory diseases, comprising administering to a patient in need thereof a

therapeutically effective amount of a compound of claims 1-16.

23. A method for modulation of CCR2 activity  
5 comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claims 1-16.

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